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BASIC AMENDMENT

2D3D INCORPORATED

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Amendment

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
2d3D INCORPORATED

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed on January 12, 1996:

FIRST: The name of the corporation is 2d3D Incorporated.

SECOND: Article 3 of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"3. **Shares.** The number of shares the corporation is authorized to issue is Ten Million (10,000,000) shares, \$.00001 par value per share."

THIRD: Article 4 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

FOURTH: The foregoing amendments were adopted as of the 1st day of February, 2001, at a board meeting of all of the members of the Board of Directors and approved by written consent of the sole shareholder of the Corporation as of the 2nd day of February, 2001, and the number of votes cast for the amendment by the sole shareholder was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on this 2nd day of February, 2001, and does hereby certify that the facts stated in these Articles of Amendment to the Articles of Incorporation, are true and correct.

2d3D INCORPORATED

By:

Name:

Title:

Senja-Jasenska Petrujkic
President