

G 93359

WALTER M. TOVKACH

ATTORNEY AT LAW

CERTIFIED TAX ATTORNEY
FLORIDA BAR BOARD OF
CERTIFICATION

5011 NORTHWEST EIGHTH AVENUE
GAINESVILLE, FLORIDA 32605

TELEPHONE
(352) 371-4656

ALSO ADMITTED IN
OHIO & NORTH CAROLINA

Post Office Box 15295
Gainesville, Florida 32604

FACSIMILE
(352) 371-0599

March 20, 2002

500005172005--5
-03/27/02--01057--019
*****43.75 *****43.75

Corporate Records Bureau
Bureau of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301-6327

RE: APPLIED TECHNOLOGY AND MANAGEMENT, INC.

Ladies and Gentlemen:

Enclosed please find an original and one copy of the Articles of Amendment of the above-named corporation, and my attorney's account check in the amount of \$43.75 payable to the order of the Secretary of State to cover the following fees:

Articles of Amendment	\$35.00
Certified Copy of Articles of Amendment	\$ 8.75

FILED
02 MAR 27 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

After the original Articles of Amendment have been filed, please certify the enclosed copy and return it to me.

Yours truly,

Walter M. Tovkach

Walter M. Tovkach

(CAT)

WMT:kat
Enclosures

*Amend
T. Lewis 4/3/02*

**ARTICLES OF AMENDMENT
OF
APPLIED TECHNOLOGY AND MANAGEMENT, INC.**

FILED
02 MAR 27 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPLIED TECHNOLOGY AND MANAGEMENT, INC., a Florida Corporation, under
the corporate seal and the hands of its President and Secretary hereby certify that:


The attached Statement of Intention of Stockholders and Directors of APPLIED TECHNOLOGY AND MANAGEMENT, INC. to amend the Articles of Incorporation by recapitalizing its common stock from Five Hundred (500) shares at One (\$1.00) Dollar par value to One Million (1,000,000) shares at One One-Hundredth (\$.01) Dollar par value is executed by all the stockholders and directors of said corporation and thereby manifests their intention that the Articles of Incorporation be amended as so set forth.

IN WITNESS WHEREOF, said corporation has caused these Articles of Amendment to be signed in its name by its President and its corporate seal to be thereunto affixed and attested to by its Secretary this 17 day of July, 2001.

APPLIED TECHNOLOGY AND
MANAGEMENT, INC., INC.

ATTEST:

BY: 
Thomas Schanze, Secretary

BY: 
Edward Modzelewski, President

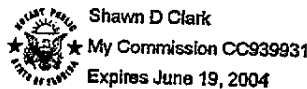
STATE OF FLORIDA
COUNTY OF ALACHUA

This day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, EDWARD MODZELEWSKI, as President of APPLIED TECHNOLOGY AND MANAGEMENT, INC., a Florida Corporation, and acknowledged before me that he executed the above and foregoing Articles of Amendment as such officers for and on behalf of said corporation, after having been duly authorized so to do and affixed the corporate seal of said corporation thereof.

WITNESS my hand and official seal on this 17 day of July, 2001, at Gainesville, Florida.

Shawn D. Clark
NOTARY PUBLIC, State of Florida
Printed Name Shawn D. Clark
My Commission Number CC939931
My Commission Expires: June 19, 2004

personally known X
produced identification:
type: _____



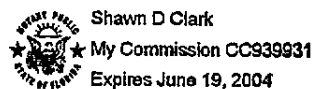
STATE OF FLORIDA
COUNTY OF ALACHUA

This day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, THOMAS SCHANZE, as Secretary of APPLIED TECHNOLOGY AND MANAGEMENT, INC., a Florida Corporation, and acknowledged before me that he executed the above and foregoing Articles of Amendment as such officers for and on behalf of said corporation, after having been duly authorized so to do and affixed the corporate seal of said corporation thereof.

WITNESS my hand and official seal on this 17 day of July, 2001, at Gainesville, Florida.

Shawn D. Clark
NOTARY PUBLIC, State of Florida
Printed Name Shawn D. Clark
My Commission Number CC939931
My Commission Expires: June 19, 2004

personally known X
produced identification:
type: _____



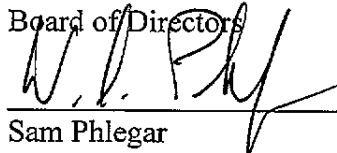
**STATEMENT OF INTENTION OF
STOCKHOLDERS AND DIRECTORS OF
APPLIED TECHNOLOGY AND MANAGEMENT, INC.
TO AMEND ARTICLES OF INCORPORATION**

Pursuant to Florida Statutes, 607.1001, 607.1002 and 607.1006, the undersigned constituting all of the Stockholders and Directors of APPLIED TECHNOLOGY AND MANAGEMENT, INC., a Florida Corporation, eligible to vote, hereby manifest their intention that an Amendment to the Articles of Incorporation be adopted to amend the number of shares authorized from Five Hundred (500) shares of One (\$1.00) Dollar par value to One Million (1,000,000) shares of One One-Hundredth (\$.01) Dollar par value.

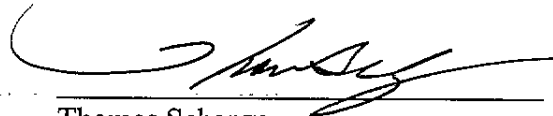
DATED this 18 day of July, 2001.




Edward Modzelewski
Stockholder and Member of the
Board of Directors




Sam Phlegar
Stockholder and Member of the
Board of Directors



Thomas Schanze
Stockholder and Member of the
Board of Directors



Sam Levin
Stockholder and Member of the
Board of Directors



Bo Ellis
Stockholder and Member of the
Board of Directors