

**CORPORATE
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INC.**

G80572

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1.) Phoenix Worldwide Industries, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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3.) _____
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4.) _____
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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PHOENIX WORLDWIDE INDUSTRIES, INC.

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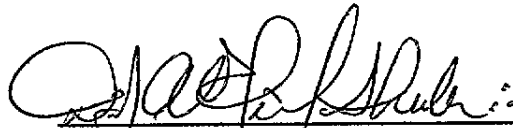
The following Article III of the Articles of Incorporation of PHOENIX WORLDWIDE INDUSTRIES, INC. as filed on December 12, 1983, is amended in accordance with Florida Statutes Chapter 607 to read as follows:

"ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is fifty million (50,000,000) shares of common stock of fifty cents (.50) par value.

This amendment was approved and adopted on the 15th day of June, 2001, by the Board of Directors of the corporation and a quorum of the shareholders of the corporation possessing a majority of the issued and outstanding shares all bearing identical voting rights. The amendment was approved by the requisite majority of votes cast, in accordance with applicable law, the articles of incorporation of the corporation and its bylaws. The number of votes cast by the shareholders for the amendment was sufficient for the approval of this amendment.

IN WITNESS WHEREOF, the undersigned President and Chairman of the Board of Directors, of the corporation has executed these Articles of Amendment this 15th day of June, 2001.



DR. J. AL ESQUIVEL, PRESIDENT AND
CHAIRMAN OF THE BOARD OF DIRECTORS

STATE OF FLORIDA

COUNTY OF Dade

BEFORE ME, the undersigned authority, personally appeared DR. AL J. ESQUIVEL, as President and Chairman of the Board of Directors of Phoenix Worldwide Industries, Inc., who is personally known to me, and who executed the foregoing Articles of Amendment in their capacities as set forth above and executed such instrument for the purposes therein stated.

Sworn to and subscribed before me this 12 day of October, 2001.

Maria A. Veloso
NOTARY PUBLIC
State of Florida

My Commission Expires:

