

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

20-20 Intellicon, Inc.

H/55616

FILED
01 JAN -4 PM 12:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****43.75 *****43.75

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
✓ ____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
✓ ____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Amend + N.C.
G. COULLETTE JAN 0 4 2001

Signature _____

Requested by: 130

Name _____

Date 1/4/01

Time 8:49

Walk-In _____

Will Pick Up _____

RECEIVED
01 JAN -4 AM 11:17
DIVISION OF CORPORATION

CERTIFICATE AS TO AMENDMENT OF
ARTICLES OF INCORPORATION OF
INTELICON, INCORPORATED

We , Douglas J. Eng and Jean Francois Grou, hereby certify that we are President and Secretary, respectively, of Intellicon, Incorporated, a Florida corporation. We further certify that the following resolution relating to the amendment of the Articles of Incorporation of said corporation was unanimously approved and adopted by the stockholders and directors of said corporation by unanimous written consent duly executed on December 6, 2000:

BE IT RESOLVED, that, effective on the date of filing of this Amendment with the office of the Secretary of State of Florida, ARTICLE I and ARTICLE VI of the Articles of Incorporation of this corporation shall be amended to read as follows:

"ARTICLE I. NAME

The name and mailing address of this corporation shall be 20-20 Intellicon, Inc. 8933 Western Way, Suite 17, Jacksonville, Florida 32256."

"ARTICLE VI. BOARD OF DIRECTORS

The corporation shall have three (3) directors. The number of directors may be either increased or decreased from time to time by the bylaws but shall never be less than one (1). The names and addresses of the directors of this corporation as of the date of this amendment are:

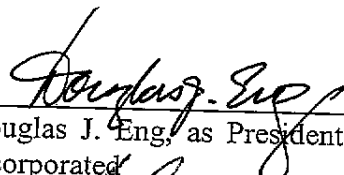
Douglas J. Eng	8933 Western Way, Suite 17 Jacksonville, Florida 32256
Jean Mignault	1867 Bezlier Street Laval, Quebec Canada H7L 384
Jean Francois Grou	1867 Bezlier Street Laval, Quebec Canada H7L 384

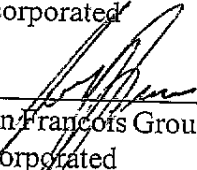
We do further certify that the number of votes cast for this amendment by the directors and each shareholder voting group was sufficient for approval.

IN WITNESS WHEREOF, we have executed this certificate as President and Secretary, respectively, of Intellicon, Incorporated, a Florida corporation, and have caused the same to be sealed

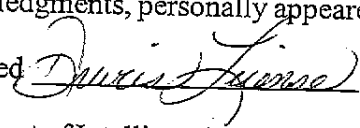
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with the corporate seal this 6 day of December, 2000.

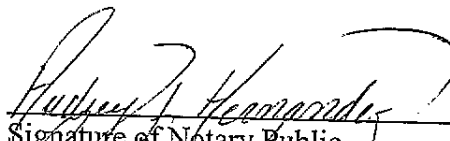

Douglas J. Eng, as President of Intellicon,
Incorporated


Jean Francois Grou, as Secretary of Intellicon,
Incorporated

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Douglas J. Eng, who is personally known to me or who has produced  as identification, and who executed the foregoing certificate as President of Intellicon, Incorporated, the corporation named therein, and who personally acknowledged to and before me that he executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 28th day of November, 2000.



Signature of Notary Public

Audrey J. HERNANDEZ
Printed Name of Notary Public

Notary Public, State of Florida

My commission expires:

(Notarial Seal)

 Audrey J Hernandez
My Commission CC805704
Expires February 1 2003

PROVINCE OF Quebec
COUNTY OF _____
CANADA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the Jurisdiction aforesaid to take acknowledgments, personally appeared Jean Francois Grou, who is personally known to me, and who executed the foregoing certificate as Secretary of Intellicon, Incorporated, the corporation named therein, and who personally acknowledged to and before me that he executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and Province this 19 day of december, 2000.

NORMAND JEAN
Signature of Notary Public
NORMAND JEAN
Printed Name of Notary Public
Notary Public, Jurisdiction Aforesaid
My commission expires: 01/01

(Notarial Seal)

