

J05073

7/23/98

FLORIDA DIVISION OF CORPORATIONS
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NAME: AMERICAN QUANTUM CYCLES, INC.
AUDIT NUMBER.....H98000013634
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Amendment
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 TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
AMERICAN QUANTUM CYCLES, INC.

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of American Quantum Cycles, Inc. ("Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, and assigned Document #J05073, does hereby certify:

First: The Articles of Incorporation of the Corporation, as amended, authorize 2,500,000 shares of preferred stock, par value \$.001 per share, of which 2,500,000 shares have been designated as Series A 7% Convertible Preferred Stock (the "Series A Stock"), of which none are issued and outstanding;

Second: That pursuant to Written Consent of the Board of Directors dated July 1, 1998, the Board of Directors approved the following amendment to the Corporation's Articles of Incorporation cancelling the Series A Stock (the "Amendment");

Third: That pursuant to Section 607.1004 of the Business Corporation Act of the State of Florida, the Corporation's shareholders were not required to approve the Amendment in that no shares of the Series A Stock have been issued.

Article IV of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be Fifty Million (50,000,000) shares of Common Stock having a par value of \$.001 per share and Two Million Five Hundred Thousand (2,500,000) shares of Preferred Stock having a par value of \$.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

The foregoing amendment was adopted by the Board of Directors on July 1, 1998, acting unanimously by Written Consent pursuant to Sections 607.0821 and 607.1004 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

ROBERT J. BURNETT, ESQ., FLA. BAR #0117978
 Atlas, Pearlman, Trop & Borkson, P.A.
 200 E. Las Olas Blvd., #1900
 Ft. Lauderdale, FL 33301 (954) 763-1200

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IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be affixed this 6th day of July, 1998.

AMERICAN QUANTUM CYCLES, INC., a
Florida corporation

By: 
Richard K. Hagen, C.E.O.

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