

**CORPORATE
ACCESS,
INC.**

K64366 *File* **\$35.00**

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) *VDO.COM, Inc.*
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TALLAHASSEE, FLORIDA

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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
VDO.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned being the President and Secretary of VDO.com, Inc., a Florida Corporation, hereby certify that by unanimous vote of the Board of Directors on August 19, 2001 and majority vote of the stockholders at a meeting held on September 19, 2001, it was voted that this Certificate of Amendment of Articles of Incorporation be filed. The number of votes cast by the shareholders were sufficient for approval.


The undersigned further certify that ARTICLE "FOUR" of the Articles of Incorporation, are amended to read as follows:

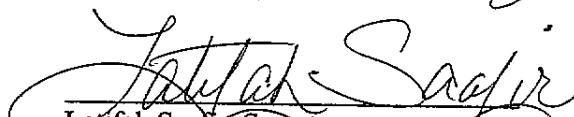
ARTICLE "FOUR" is hereby amended to read as follows:

The capital stock of the Corporation shall consist of 500,000,000 shares of Common Stock, \$0.001 par value and 10,000,000 shares of preferred stock, \$0.001 par value.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

The undersigned hereby certify that they have on this 19 day of September, 2001
excuted this Certificate amending the Articles of Incorporation heretofore filed with the
Secretary of State of Florida.


William D. Satterfield, President


Latifah Saad, Secretary