

OCT-04-2001 15:43

FROM

L85116

T-556 P.001/005 F-744

ATTN: KAREN

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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BASIC AMENDMENT

RAD SOURCE TECHNOLOGIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

AMEND
REC-4
9

6823-00100

October 4, 2001

RAD SOURCE TECHNOLOGIES, INC.
20283 STATE ROAD 7
SUITE 107
BOCA RATON, FL 33498

SUBJECT: RAD SOURCE TECHNOLOGIES, INC.
REF: L85116

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

PLEASE ADD "DIRECTOR" TO THE SIGNOR'S TITLE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H01000104622
Letter Number: 401A00055736

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
RAD SOURCE TECHNOLOGIES, INC.**

Pursuant to the Business Corporation Act of the State of Florida, the undersigned Secretary of RAD SOURCE TECHNOLOGIES, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("FBCA") bearing Document #L85116 does hereby certify:

FIRST: That pursuant to a Written Consent of the Board of Directors dated September 21, 2001, the Board of Directors approved the following amendment to the Corporation's Articles of Incorporation increasing the Corporation's authorized shares of Common Stock from 50,000,000 to 150,000,000;

SECOND: Article IV of the Articles of Incorporation of the Corporation shall be deleted in its entirety and replaced with the following:

"The capital stock of this corporation shall consist of 150,000,000 shares of common stock, \$.001 par value per share."

THIRD: All issued and outstanding shares of common stock of the Corporation as of 5:00 p.m. E.S.T. on October 1, 2001, shall as of that date be automatically divided at the ratio of Three for One (3:1). No fractional shares will be issued upon the forward stock split. All fractional shares shall be rounded up to the next higher share.

FOURTH: The herein amended Articles of Incorporation of the Corporation do not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and do not result in the percentage of authorized shares that remain unissued after the combination exceeding the percentage of authorized shares that were unissued before the combination, therefore, shareholder approval was not necessary.

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Written Consent of the Board of Directors on September 21, 2001, pursuant to FBCA Section 607.0821 and Section 607.10025(2).

CLINT J. GAGE, ESQ., FLA BAR #0191779
Atlas Pearlman, P.A.
350 E. Las Olas Boulevard, Ste. 1700
Fort Lauderdale, Florida 33301
Phone No. (954) 763-1200

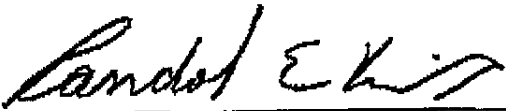
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IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to be signed by its President on September 21, 2001.


Randol E. Kirk, President /Director

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