Investors' Law Center, P.A. L91208

February 23, 1999

4800 North Federal Highway Building B, Suite 307B Boca Raton, Florida 33431 (561) 368-0831 FAX 368광158

VIA: AIRBORNE EXPRESS

Amendment Section Division of Corporations 409 E.Gaines Street Tallahassee, FL 32399

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RE: Articles of Amendment for MAINTENANCE DEPOT, INC.

Dear Sir or Madam:

Enclosed please find an original plus one copy of the Articles of Amendment to the Articles of Incorporation of Maintenance Depot, Inc, together with the filing fee of \$35.00.

Sincerely,

Chandra Parker Doucette

Paralegal/Securities Counselor

CPD/rmn

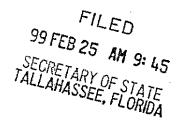
Enc. Check #2170.

cc: file

Amend

VS MAR 1 1990

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF MAINTENANCE DEPOT, INC.



Article III of the articles of incorporation of Maintenance Depot, Inc. was amended by the corporation's board of directors on February 23, 1999. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

- 1. The name of the corporation is Maintenance Depot, Inc.
- 2. Article III of the articles of incorporation of Maintenance Depot, Inc. was amended to add subparagraph (c) as follows:
 - (c) Of these shares of Preferred Stock, 2,000,000 shall be designated as Class "A" Preferred Stock. The Series "A" Preferred Stock shall have the right to elect a majority of the Board of Directors, and shall be convertible to common stock, at the election of the shareholder no sooner that five years from the date of issue, at the ratio of one share of preferred to two shares of common. It shall have no other voting rights, shall not participate in dividends, and shall have no preference in dissolution.

The foregoing amendment to articles of incorporation was duly adopted by the board of directors on February 23, 1999.

In witness whereof, the undersigned	Director of this corporation has executed these
articles of amendment on February 23, 1999	
	WITH LAMI ACROTTOR DIRECTOR
	WILLIAM J. MERCUR, DIRECTOR

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

On this February 23, 1999, before me personally appeared William J. Mercur, known to me to be the Director of Maintenance Depot, Inc. and acknowledged that he, as a director being authorized to do so, executed the foregoing instrument for the purposes therein contained.

hana

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

CHANDRIEL PARKER

MY COMMISSION # CC 499025

EXPIRES: April 21, 1999

Bonded Thru Notary Public Underwriters