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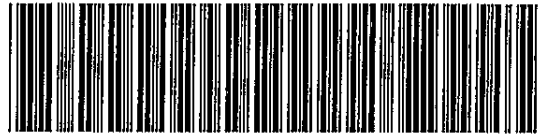
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2003 JUL -3 PM 2:41

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C. Coulliette JUL 07 2003

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MILE MARKER INTERNATIONAL, INC.**

(Document Number P00000017193)

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2003 JUL -3 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article 5, Capital Stock, is amended in its entirety to read as follows:

**"ARTICLE 5
CAPITAL STOCK**

The aggregate number of shares which this Corporation shall have authority to issue is Twenty Million (20,000,000) shares of Common Stock, \$.001 par value per share, which shares of Common Stock, as a class, shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution. At the same time as the Articles of Amendment in which this text is contained become effective (the "Effective Time"), each one (1) share of Common Stock issued and outstanding or held in the treasury of the Corporation immediately prior to the Effective Time will be and hereby is automatically reclassified and changed (without any further act) into fifteen (15) fully-paid and non-assessable share of Common Stock, without increasing or decreasing the par value thereof, and each fraction of a share of Common Stock issued and outstanding or held in the treasury of the Corporation immediately prior to the Effective Time will be and hereby is automatically reclassified and changed (without any further act) into a number of fully-paid and non-assessable shares of Common Stock equal to the product of fifteen (15) and such fraction, which product shall be rounded up to the nearest whole share."

SECOND: The amendment was approved by the shareholders on June 10, 2003. The number of votes cast for the amendment was sufficient for approval.

THIRD: The foregoing amendment will become effective on July 7, 2003, at 6:01 P.M.

Signed this 15th day of July, 2003.


Richard E. Aho, President