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REFERENCE : 114909 4372512

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 35.00

ORDER DATE : June 2, 2003

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CUSTOMER NO: 4372512

CUSTOMER: Gregg E. Jaclin, Esq
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DOMESTIC AMENDMENT FILING

NAME: ACTION WIRELESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 1155

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ACTION WIRELESS, INC.**

FILED
03 JUN -3 PM 12:45
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, ACTION WIRELESS, INC. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Amendment Article I - Corporate Capitalization

The corporate capitalization of the Corporation is amended to read as follows:

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be one million (1,000,000) shares of Common Stock at a par value of \$.001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

Amendment Article II – Officers of the Corporation

The officer(s) of the corporation is amended to read as follows:

President: Joseph P. Hess
Secretary: Joseph P. Hess
Treasurer: Joseph P. Hess

Whose address shall be the same as the principal address of the Corporation.

Amendment Article IV – Director(s) of the Corporation is amended to read as follows:

Joseph P. Hess

Whose address shall be the same as the principal address of the Corporation.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on May 15, 2003.

Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and no shareholder approval was required.

The undersigned executed this document on the date shown below.

By: 

Name: Scott Hale

Title: President/Director

Date: 5-21-03