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A GENERAL PRACTICE FIRM
EMPHASIZING BANKRUPTCY LAW,
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August 8, 2000

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Avant Garde Engineering, Inc.

Dear Sir/Madam:

Enclosed herewith please find this firm's check in the amount of \$35.00 for the recording of the enclosed Articles Of Amendment To Articles of Incorporation pertaining to the above-referenced corporation. Also, enclosed please find a conformed copy of the Articles of Amendment, please "file stamp" the conformed copy and return it in the enclosed envelope that I have provided for your convenience.

If there are any questions, please do not hesitate to contact me.

Respectfully Yours,

Buddy D. Ford, Esquire

BDF/nkc

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

AVANT GARDE ENGINEERING, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Article VI: Officers And Directors

The name and address of the officer(s) and stockholder(s) of the corporation is/are:

Raymond E. Olivier
Director/President
21910 Hale Road
Land O'Lakes, Florida 34639
50% Shareholder
SSAN: 003-48-5910

Winthrop S. Barnett, P.E.
Director/Vice President
708 E. Virginia Avenue
Tampa, Florida 33603
50% Shareholder
SSAN: 082-40-1333

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself are as follows:

N/A

THIRD: The date of each amendment's adoption: August 7, 2000.

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FOURTH: Adoption of Amendment(s) (check one)

XX The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

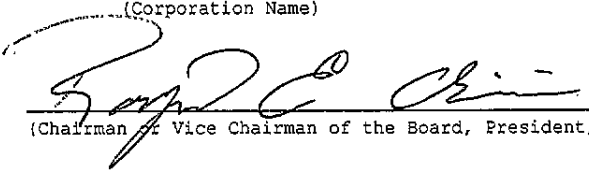
[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group).

SIGNED this 7th day of August, 2000.

AVANT GARDE ENGINEERING, INC.

(Corporation Name)



(Chairman or Vice Chairman of the Board, President, or other officer)

RAYMOND E. OLIVIER

(Typed or printed name)

PRESIDENT/DIRECTOR

(Title)