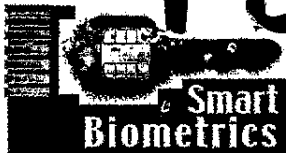


P00000067627



OK
~~September~~ ^{October} 18, 2001

*Smart Biometrics,
Incorporated
400 Commerce Way
Suite 124
Longwood, Florida
32750*

*Phone:
407-331-1171*

*Fax:
407-331-1183*

*James Stanley
Chairman*

*Colin Keogh
President*

*Kyle Keogh
Vice President
of Operations*

*The world leader
in
SYNOVATION*

Division of Corporations
Article Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

RE: Smart Biometrics, Inc.
P00000067627

Dear Customer Service:

Attached is amendments to the Articles of Incorporation for the above corporation. Enclosed is a check in the amount of \$35.00 for the fees.

Please sent recorded copy to:

Smart Biometrics, Inc.
400 Commerce Way, Ste. 124
Longwood, FL 32750

Thank you in advance for your assistance.

Sincerely,

Jean C. Keogh
Jean C. Keogh
Accountant

900004653659--6
-10/25/01--010/3--006
*****35.00 *****35.00

Amend.

V SHEPARD DEC 12 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 10 AM 9:38



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 30, 2001

JEAN C. KEOGH
SMART BIOMETRICS
400 COMMERCE WAY, STE. 124
LONGWOOD, FL 32750

SUBJECT: SMART BIOMETRICS, INCORPORATED
Ref. Number: P00000067627

We have received your document for SMART BIOMETRICS, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 401A00059385

RECEIVED
01 NOV 13 AM 10:56
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 13, 2001

JEAN C. KEOGH
SMART BIOMETRICS, INC.
400 COMMERCE WAY, STE. 124
LONGWOOD, FL 32750

SUBJECT: SMART BIOMETRICS, INCORPORATED
Ref. Number: P00000067627

We have received your document for SMART BIOMETRICS, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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

The name and title of the person signing the document must be noted beneath opposite the signature.

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

Velma Shepard

RECEIVED
01 NOV 26 AM 8:22
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 26, 2001

JEAN C. KEOGH
SMART BIOMETRICS, INC.
400 COMMERCE WAY, STE. 124
LONGWOOD, FL 32750

SUBJECT: SMART BIOMETRICS, INCORPORATED
Ref. Number: P00000067627

We have received your document for SMART BIOMETRICS, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please entitle your document Articles of Amendment.

The date of adoption of each amendment must be included in the document.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 701A00062716

RECEIVED
01 DEC 10 AM 8:51
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**

Smart Biometrics, Incorporated

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 10 AM 9:38

We the undersigned directors certify that we constitute a majority of the Board of Directors of the aforementioned Corporation, formed pursuant to the provisions of the laws of the State of Florida, that said Corporation has issued 100 shares and that we have adopted the following amendments to the Articles of Incorporation of said corporation as of December 3rd 2001:

Change Article III Capital Stock to:

The number of shares the corporation is authorized to issue is 100,000,000 shares. The stock shall remain one class.

Change Article IX Par Value to:

The par value for the authorized share shall be \$.0001.

This amendment was approved by the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval.

Each of the undersigned declares, under perjury, that the matters set forth in the foregoing Certificate of Amendment are true and correct to the best of their own knowledge.

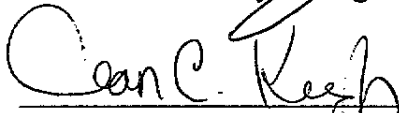
Executed this 3rd day of December, 2001.



President/CEO – Colin Keogh



Vice President – Kyle Keogh



Secretary/Treasurer – Jean Keogh