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BASIC AMENDMENT
ASPEDIENT TECHNOLOGIES, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 3, 2001

ASPEDIENT TECHNOLOGIES, INC.
225 ARVIDA PKWY
CORAL GABLES, FL 33156

SUBJECT: ASPEDIENT TECHNOLOGIES, INC.
REF: P00000083423

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

#2 of the articles of amendment states that article III is being deleted and replaced with Article II. Should this be replaced with a new article III or should it be Article II????

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

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Darlene Connell
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ASPEDIENT TECHNOLOGIES, INC.****ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

1. The name of the corporation is Aspedient Technologies, Inc., a Florida corporation (the "Corporation").
2. Article III of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III

The Corporation is authorized to issue an aggregate of Twenty-five Million (25,000,000) Shares, all of which shall be designated Common Stock, having a par value of \$.001 per share.

3. Article VII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE VII

The Board of Directors of the Corporation shall consist of up to nine (9) directors. Any actions taken or issues presented or proposed to the Board of Directors of the Corporation for their consent and approval shall only be approved or consented to by the affirmative vote of two-thirds of the members of the Board of Directors.

4. These Articles of Amendment were adopted pursuant to Section 607.0821 of the Florida Business Corporation Act (the "Act") by unanimous written consent of the Board of Directors of the Corporation, dated as of March 8, 2001, and pursuant to Section 607.0704 of the Act by written consent of the holders of a majority of the common stock of the Corporation, dated as of March 8, 2001, which is the only group of shareholders entitled to vote on the amendment. The number of shares of common stock cast in favor of these Articles of Amendment was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President effective as of March 8, 2001.

ASPEDIENT TECHNOLOGIES, INC.By: 

Anthony X. Silva, President H01000032882