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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARISAR, Inc.

October 2, 2001

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*****35.00 *****35.00

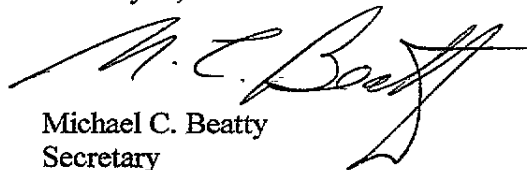
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: AMENDMENTS TO ARTICLES OF INCORPORATION

To Whom It May Concern:

Please accept the enclosed Amendments to the Articles of Incorporation of ARiSAR, Inc.
and a check for \$35.00.

Thank you,


Michael C. Beatty
Secretary

*Amend
10-11-01
MCS*

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ARISAR, INC.**

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1. Pursuant to Section 607.1006 of the Florida Statutes, Articles II and III of the Articles of Incorporation of **ARISAR, INC.** (the "Corporation") are hereby amended to read as follows:

"ARTICLE II - PRINCIPAL OFFICE OF CORPORATION"

The address of the corporation is:

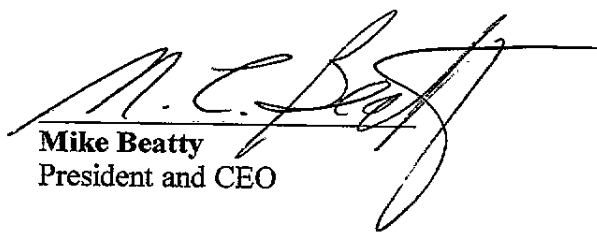
2331 Belleair Rd., Suite D
Clearwater, FL 33764

"ARTICLE III - CAPITAL STOCK"

The authorized capital stock of the Corporation shall be 50,000,000 shares of common stock having no par value per share.

2. As hereby amended, the Articles of Incorporation of the Corporation are hereby ratified and affirmed.
3. The foregoing Articles of Amendment (the "Amendment") were adopted by unanimous consent of the Board of Directors of the Corporation in accordance with Sections 607.0704 and 607.0821, Florida Statutes, on the 12th day of December, 2000.
4. The only voting group entitled to vote separately on the Amendment is the common shareholders of the Corporation, and the number of votes cast for the Amendment by such common shareholders was sufficient for the approval of the Amendment by that voting group.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment effective the 2nd day of October, 2001.


Mike Beatty
President and CEO