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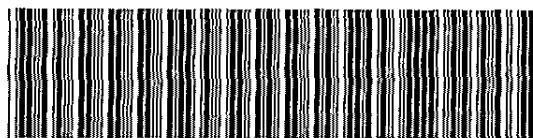
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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March 29, 2005

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

Re: First Amendment to Second Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and one copy of First Amendment to Second Amended and Restated Articles of Incorporation along with total filing fees of \$43.75.

Please file and provide a certified copy to my attention.

Sincerely yours,

A handwritten signature in black ink, appearing to read "M. Barron".

Mitchell M. Barron  
Florida Authorized House Counsel  
Licensed State of New Jersey

MMB:tn  
Enclosure

**FIRST  
AMENDMENT  
TO  
SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SECURIT-E-DOC, INC.**

**FILED**  
**05 MAR 31 PM 12:01**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The Second Amended and Restated Articles of Incorporation of **SECURIT-E-DOC, INC.**, a Florida corporation (the "Corporation"), filed with the Department of State, State of Florida, on November 5, 2004, are hereby amended as follows:

A. Section 5.2 shall be deleted and the following inserted in lieu thereof:

5.2 The number of shares constituting Series B Preferred Stock is fixed at 80,000,000 shares.

B. Section 5.8(a) shall be amended by deleting "Series A Preferred Stock Conversion Price" in the first sentence and inserting "Series B Preferred Stock Conversion Price" in lieu thereof.

C Section 5.8 shall be amended by adding a new subsection (i) as follows:

(i) If at any time or from time to time after the date on which the Series B Preferred Stock was issued by the Corporation the Company shall issue or sell (other than pursuant to an event provided for in Section 5.8 (a) through (d) above) to any person, (i) Common Stock and/or Preferred Stock or (ii) rights, options or warrants entitling the holders thereof to subscribe for or purchase Common Stock and/or Preferred Stock (or securities convertible or exchangeable into or exercisable for Common Stock and/or Preferred Stock), at a price per share (or having a conversion, exchange or exercise price per share) (the "New Issuance Price") that is less than the Series B Preferred Stock Conversion Price on the date of such issuance or sale then, immediately after the date of such issuance or sale, the Series B Preferred Stock Conversion Price shall be adjusted by reducing it to the lowest of the following prices:

(A) The New Issuance Price; or

(B) The price calculated by dividing (i) an amount equal to the sum of (x) the number of shares of capital stock of the Company outstanding immediately prior to such issue or sale, multiplied by the then existing Series B Preferred Stock Conversion Price, plus (y) the aggregate consideration, if any, received by the Company upon such issue or sale, by (ii) the total number of shares of capital stock outstanding immediately after such issue or sale.

Notwithstanding the preceding, if the issuance or sale of rights, options or warrants (or securities convertible or exchangeable into or exercisable for Common Stock and/or Preferred Stock) by the Company to any person causes an adjustment to the Series B Preferred Stock Conversion Price pursuant to clause (ii) of Section 5.8(i) and such rights, options or warrants (or securities convertible or exchangeable into or exercisable for Common Stock and/or Preferred Stock) have expired or terminated without exercise, conversion or exchange, and (i) the Series B Preferred Stock has not been converted, the Series B Preferred Stock Conversion Price then in effect shall, upon receipt of written notice from the Company, be readjusted to the Series B Preferred Stock Conversion Price

which would have been in effect at the time of such expiration or termination had such rights, options or warrants (or securities convertible or exchangeable into or exercisable for Common Stock and/or Preferred Stock) never been issued or (ii) if any of the Series B Preferred Stock had been converted, the shares of Common Stock issued as a result of the conversion shall be cancelled; provided, however, if the shares of Common Stock issued upon conversion thereof have been sold or transferred for value as of the date of receipt of the above-described notice, such readjustment shall not be required.

D. Section 5.11 shall be deleted and the following inserted in lieu thereof:

5.11 **BOARD OF DIRECTORS ELECTION.** So long as the initial holders of the Series B Preferred Stock own, in the aggregate, more than 25% of the total issued and outstanding capital stock of the Corporation, such holders of the Series B Preferred Stock, voting as a separate class, shall be entitled to elect a majority of the Board of Directors of the Corporation.

E. Article X shall be deleted and the following inserted in lieu thereof:

#### **ARTICLE X MISCELLANEOUS**

10.1 No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares that the Corporation shall be authorized to issue.

10.2 The Company elects not to be governed by the control-share acquisition statute of Section 607.0902 of the Florida Business Corporation Act.

Pursuant to Sections 607.1006 of Florida Business Corporation Act, the amendments herein set forth have been duly adopted by the Board of Directors and the number of votes cast for such amendments by the shareholders of the Corporation was sufficient for approval. Pursuant to Section 607.1004(2) of Florida Business Corporation Act, the number of votes cast for the amendments set forth herein by the by the holders of Series B Preferred Stock voting separately as a single voting group was sufficient for approval. Pursuant to Section 607.1004(3) of Florida Business Corporation Act, the number of votes cast for the amendments set forth herein by holders of Common Stock, Series A Preferred Stock and Series C Preferred Stock voting together as a single voting group was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned duly authorized officer of this Corporation has executed this First Amendment this 29<sup>th</sup> day of March, 2005.

SECURIT-E-DOC, Inc., a Florida corporation

By: Dean W. Turpin  
Dean W. Turpin, Its Secretary and Treasurer