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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Alert Digital Technologies Inc
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<input type="checkbox"/>	Domestication
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AMENDMENTS

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/
QUALIFICATION

<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend
6-21-01
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ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF
ALERT DIGITAL TECHNOLOGIES INC.
DOC.# P01000031718

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts The following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (indicate the article number(s) being amended, added or deleted)

BOARD OF DIRECTORS AND OFFICERS

WE WILL ADD A VICE-PRESIDENT TO THE CORPORATION WHOSE NAME AND ADDRESS WILL BE:

(VP)
JOSE H. LARES
2925 NE 190 ST
AVENTURA, FL 33180

ALL OTHER OFFICERS/DIRECTS WILL REMAIN THE SAME

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

THIRD: The date of each amendment's adoption: 6-20-01

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

X the amendment(s) was/were approved by the board of directors without shareholder action and shareholder action was not required.

Signature _____


WILLIAM CHARAMA (P/D)