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P01000038082

February 28, 2002

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-03/04/02--01071--004
*****43.75 *****43.75

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

Re: VISUAL INFORMATION SYSTEMS INTERNATIONAL, INC.
Document number: P01000038082

Dear Sir/Madam:

Please find enclosed a copy of the Articles of Amendment for the change to the number of shares for the above referenced corporation, together with a check in the amount of \$43.75 to cover the costs of the amendments and obtaining a Certified copy.

If the above is in order, please file the Articles and forward to us a certified copy thereof. If you have any questions in regards to the above referenced request, please call us at (407) 566-0181.

Thank you for your time in advance.

Sincerely yours,

Lawrence H. Haber/fmc

Lawrence H. Haber

LHH/fmc

Enclosures

FILED
02 MAR -4 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P01000038082
288 Amend 3-4-02
* Inks done
out

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VISUAL INFORMATION SYSTEMS INTERNATIONAL, INC.**

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

FIRST: Amendment adopted:

ARTICLE IV SHARES

The number of shares of common stock is:

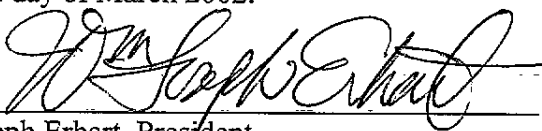
20,000,000 @ par value \$.0001 / share

SECOND: The date of the Amendment's adoption is March 1, 2002.

THIRD: The Amendment was approved by the shareholders. The number of votes cast for the Amendment were sufficient for approval.

Signed this 1st day of March 2002.

Signature


Joseph Erhart, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA