

JUL 17 2003 3:00PM  
Division of Corporations

HILL WARD HENDERSON

NO. 969

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**P01000070860**

Florida Department of State  
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**BASIC AMENDMENT**

**INTELLADON CORPORATION**

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ARTICLES OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
INTELLADON CORPORATION

Document No. P01000070860

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

1. The Amendment to the existing Articles of Incorporation being effected hereby is to delete in its entirety Article Four of the Articles of Incorporation and replace it with the following:

\*\*\*\*\*

ARTICLE FOUR

The Corporation shall have the authority to issue 50,000,000 shares of common stock, no par value.

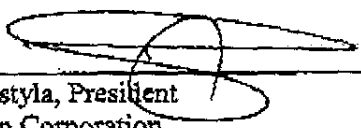
\*\*\*\*\*

This amendment to the Articles of Incorporation was adopted by the written consent of the majority stockholder of the Corporation on July 16, 2003 in accordance with the Florida Business Corporation Act.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Florida Department of State.

IN WITNESS WHEREOF, the President of the Corporation has executed these Articles of Amendment of the Articles of Incorporation this 17 day of July, 2003.

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Scott Gostyla, President  
Intelladon Corporation