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BASIC AMENDMENT

IN-FLIGHT SURVEILLANCE SYSTEMS INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 7, 2001

IN-FLIGHT SURVEILLANCE SYSTEMS INC.
8323 NW 12TH STREET
SUITE 204
MIAMI, FL 33126

SUBJECT: IN-FLIGHT SURVEILLANCE SYSTEMS INC.
REF: P01000097230

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Darlene Connell
Corporate Specialist

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
IN-FLIGHT SURVEILLANCE SYSTEMS INC.

The undersigned, President of In-Flight Surveillance Systems Inc., a Florida corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is In-Flight Surveillance Systems Inc.
2. Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

"ARTICLE I

NAME

The name of this corporation is Inflight Surveillance Systems Inc., and the principal address shall be 8323 NW 12th Street, Suite 204, Miami, Florida 33126"

3. Article IV Section 1 of the Company's Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE IV

CAPITAL STOCK

- 1.- Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is ~~25~~ Million (25,000,000) shares of stock with \$.01 par value."
4. The foregoing amendment was recommended by the Board of Directors to the shareholders on November 12, 2001.
5. The foregoing amendment was approved by the shareholders of the Corporation pursuant to Section 607.1003(5) on November 12, 2001.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 12 day of November, 2001.


Asbel Perez, President

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