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IN-O-VATE TECHNOLOGIES, INC.

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**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
IN-O-VATE TECHNOLOGIES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of In-O-Vate Technologies, Inc., a Florida corporation, filed in Tallahassee on October 26, 2001, be and they hereby are amended in the following particulars:


ARTICLE VII, be and it hereby is amended to read as follows:

"This corporation shall have two (2) Directors initially. The business of this corporation shall be conducted by a Board of Directors of One (1) or more Directors. The Board of Directors shall have the power and authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. The Board of Directors shall also have the authority to adopt bylaws which shall govern the operation of the business of this corporation, and to thereafter amend the same from time to time if necessary."

2. The foregoing amendments were adopted by the Shareholders and Directors of the corporation as of the 1st day of November, 2007.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 12 day of December, 2007.


Richard Harpenau, President

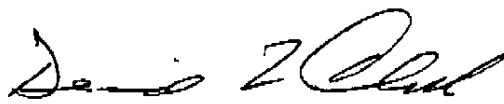

Karen A. Harpenau, Secretary

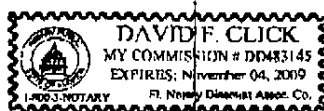
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared, Richard Harpenau, President and Karen A Harpenau, Secretary known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13th day of November, 2007.

(SEAL)


Notary Public, State of Florida
My Commission expires:



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**WRITTEN CONSENT OF THE DIRECTORS OF
IN-O-VATE TECHNOLOGIES, INC.
IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the Directors of In-O-Vate Technologies, Inc., a Florida corporation, do hereby take and adopt the following actions in writing, without meeting pursuant to Section 607.0821 of the Florida General Corporation Act.

RESOLVED:

1. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.
2. That the President and Secretary be and they hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

DATED: December 12, 2007.



Richard Harpenau, Director