POZ 000002260



22 May 2002

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

300005621693--7 -05/28/02--01067--013 *****35.00 ******35.00

Please find enclosed an amendment deleting a current director of the company. Please send all correspondence to the Registered Agent on file for this corporation.

Registered Agent /Correspondence Address:

Mark J. Reed 7320 Branchtree Drive Orlando, Florida 32835

Phone Number: 407-292-5660

Thank you for your assistance in this matter.

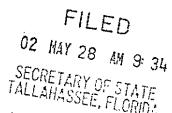
Yours truly,

Mark J. Reed

Chairman & Chief Technology Officer

Amend T. Lewis 5/30/02

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



TERRALLON TECHNOLOGIES, INC.

(present name)

P 0200000 2260

(Document Number of Corporation (If known)

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

ARTICLE VII - Deletion

Delete: Director - Title P

Philip A Kernan, JR.

21 Clank Road Brookline, MA 02445

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

THIRD:	The date of each amendment's adoption: 221747 202.
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by"
	(voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
$oldsymbol{ abla}$	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 22rd day of May 2002.
7:	
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
	the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	MARK J. REED
	(Typed or printed name)
	Chairman + CTO/Incorporator
	(Title)