P02000014943

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" LIAM J. MERCURIO
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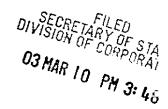
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Amend. & N/C

V SHEPARD MAR 1 7 2003



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

PO 20000 14943

(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)

TO CHANGE THE NAME OF THE CORPORATION TO HOMELAND SYSTEMS, INC. * ATSO See Below

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

* TO CHANGE THE NUMBER OF SHARES

ANTHORIZED TO HAVE OUTSTANDING AT

ANT ONE TIME TO 3,000.000 SHARES

OF COMMON STOCK, PAR VALUE \$.01

THIRD:	The date of each amendment's adoption: MANCH 5, 2003.	
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	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
M	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
	Signed this 5 th day of MARch 2003.	
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by	
	the shareholders) WILLIAM J. MERCURID	
	OR (By a director if adopted by the directors)	
	OR	
	(By an incorporator if adopted by the incorporators)	
	William J. Mg. Wilo	
	Presedent, charman and Incorporator	