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BASIC AMENDMENT

EDGE AWARE, CORP.

Certificate of Status	0
Certified Copy	0
Page Count	03
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AMEND
6/26/2002
3

**CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
EDGE AWARE, CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of, **EDGE AWARE, CORP.** (the "Company") and being duly authorized by the Board of Directors hereby certifies that:

FIRST: Article IV of the Articles of Incorporation is hereby amended to read as follows:

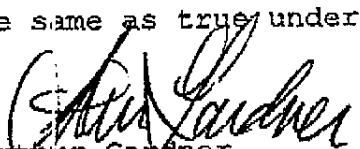
The Company is hereby authorized to issue 50,000,000 shares of \$.001 par value common stock.

The Company may also issue up to an additional 10,000,000 shares of preferred stock, \$.001 value per share, with such rights and preferences as determined by the Board of Directors.

The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders evidencing in excess of a majority of the total issued and outstanding capital stock entitled to vote, pursuant to a written consent of the shareholders in lieu of a meeting on May 20, 2002. The number of votes cast by the shareholders for approval of the amendment was sufficient for approval.

Second: The effective date of this Certificate of Amendment to the Articles of Incorporation shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF the undersigned hereby submits this
Certificate of Amendment to the Articles of Incorporation and
affirms the same as true under penalties of perjury this 21st day of
May 2002.



/s/Arthur Gardner

Arthur Gardner, President