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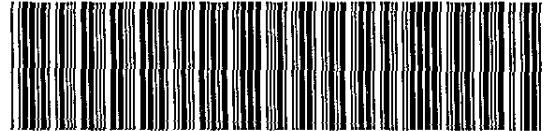
(Business Entity Name)

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Amend.

V SHEPARD APR 4 2003

NOVENA, INC.
616 East Laurel Point Drive
Lakeland, FL 33813
(813) 505-5125

March 7, 2003

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Amendment to the Articles of Incorporation of Novena, Inc.

To Whom It May Concern:

Enclosed please find two (2) originals of the Amendment to the Articles of Incorporation for the above reference corporation. Also enclosed is a check in the amount of \$43.75, to cover the following costs:

Amendment of any record	\$ 35.00
Certified Copy	\$ 8.75

Please return a certified copy of the Amended Articles of Incorporation to my attention. If you require any further information, please contact me at the above phone number.

Yours truly,



Henry W. Marshall, Jr.
President

Encls.

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

Date: 04/01/03

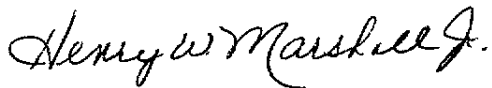
~~Subject: Novena Inc.~~
Ref Number: P02000041042

Attention: Velma Shepard
Letter Number: 203A00018143

Thank you Ms Shepard for the information to correct our Articles of Amendment to the Articles of Incorporation.

Per your instructions, the original amendment has been revised as per attached. Please advise ASAP as to the compliance. I called the Amendment Section in Tallahassee and they advised me not to attach an additional check because the original was retained.

Thank you,



Henry W. Marshall Jr.
President/Secretary

Rec'd 4/2

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
NOVENA, INC.**

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NOVENA, INC., a Florida corporation (the "Corporation"), hereby certified as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV

Capital Stock

The number of shares of capital stock which the corporation is authorized to issue is 60,000,000 shares, designated as follows: (a) 50,000,000 shares of Common Stock having a par value of \$0.01 per share, and (b) 30,000,000 shares of Preferred Stock having a par value of \$0.01 per share, which shall be designated "Preferred Stock," to be issued in such series with such designations, rights, privileges and preferences, dividends, splits, conversions or other issues as shall be determined from time to time by the Board of Directors of the Corporation."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1 above has been duly adopted in accordance with Florida Statutes, by the Board of Directors of the Corporation who adopted a resolution setting forth such amendment and declaring its advisability and directing that such amendment be considered by the Shareholders of the Corporation; and by a majority in interest of the Corporation's common voting stock having voted in favor thereof by written action dated March 7, 2003, which said votes cast for the amendment were sufficient for approval.


IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President/Secretary, this 28th day of March, 2003.

NOVENA, INC.

By: Henry W. Marshall, Jr.
Henry W. Marshall, Jr.
President/Secretary

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 28th day of March, 2003 by Henry W. Marshall, Jr., an individual known to me, in his capacities as President and Secretary of Novena, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



Notary Public

Print Name: Teresa B. Crowley

My Commission Expires:



Teresa B Crowley
My Commission DD163573
Expires December 28, 2006