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May 16, 2002

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*****43.75 *****43.75

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Data Security Corporation of America.

Dear Sirs:

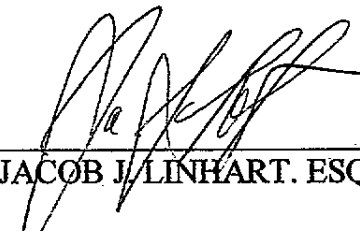
Enclosed please find Articles of Amendment for the above Corporation, as well as our check in the amount of \$43.75, to cover your costs for filing same.

Kindly provide us with a certified copy of said Articles as soon as possible.

Thank you in advance for your kind cooperation.

Should you have any questions, or if we can be of any assistance, please feel free to contact the undersigned.

Very truly yours,


JACOB J. LINHART, ESQ.

FILED
02 MAY 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P02000045949
Amend * Out Copy Out
4/20 5-21-02

NEW YORK OFFICE:

111 LIVINGSTON STREET, SUITE 1110, BROOKLYN, NY 11201

ARTICLES OF AMENDMENT

DATA SECURITY CORPORATION OF AMERICA

Let it be known, that on the 6th day of May, 2002 at a meeting of the Board of Directors and Shareholders of **DATA SECURITY CORPORATION OF AMERICA**, a Florida Corporation, we as the Board of Directors of said Corporation, have accepted **MITCHELL B. TALLIS** and **MARVIN P. LETO, JR.** as Officers, Directors and Shareholders of said corporation, effective this date.

Let it be known that henceforth, ARTICLE VI of the ARTICLES OF INCORPORATION, of **DATA SECURITY CORPORATION OF AMERICA** , shall be amended to read as follows:

The names and street addresses of the officers, directors and shareholders are as follows:

MARVIN P. LETO, JR.
President/ Director
3111 University Drive, Suite 608
Coral Springs, Florida 33065

MITCHELL B. TALLIS
Vice President/ Treasurer/ Director
3111 University Drive, Suite 608
Coral Springs, Florida 33065

MARK D. NORRYCH
Chief Executive Officer/ Secretary/ Director
3111 University Drive, Suite 608
Coral Springs, Florida 33065

FILED
02 MAY 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Let it be known that henceforth, ARTICLE VIII of the ARTICLES OF INCORPORATION, of **DATA SECURITY CORPORATION OF AMERICA** , shall be amended to read as follows:

The percentage of stock of the Corporation as issued to the shareholders is as follows:

MARVIN P. LETO, JR.	15%
MITCHELL B. TALLIS	35%
MARK D. NORRYCH	50%

All shares of stock voted unanimously for this resolution.

Dated this 6th day of May, 2002.



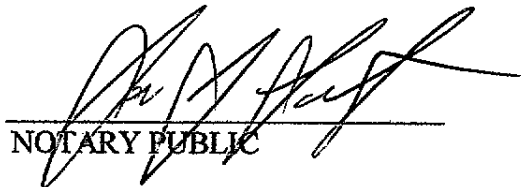
MARK D. NOR YCH

President/Vice President/Secretary/Treasurer/Director

State of Florida)
County of Broward)

Before me, the undersigned authority duly authorized to administer oaths, personally appeared MARK D. NOR YCH, to me personally known or who identified himself to me by showing a Florida Driver License, and who, after being duly sworn, affirmed that he executed the attached ARTICLES OF AMENDMENT, for the purposes set forth therein.

Dated this 6th day of May, 2002.


NOTARY PUBLIC

My Commission Expires:

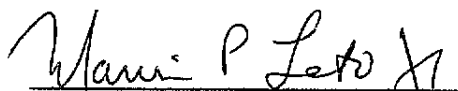


Jacob J Linhart
My Commission DD046911
Expires August 01, 2005

IN WITNESS WHEREOF, we have hereby subscribed our hands and

seals this 9th day of MAY, 2002.


MITCHELL B. TALLIS


MARVIN P. LETO, JR.

CERTIFICATION

STATE OF New York)

COUNTY OF Kings)

Before me, the undersigned authority, duly authorized to administer oaths, personally appeared **MITCHELL B. TALLIS**, to me personally known, or who identified himself to me by showing Drivers License as identification, and who acknowledged that she executed these Articles of Incorporation for the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal

this 9th day of MAY, 2002.

Arlene Flanders
NOTARY PUBLIC

FILED
02 MAY 21 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

ARLENE FLANDERS
Notary Public, State of New York
No. 24-4821277
Qualified in Kings County
Commission Expires 8-31-02

STATE OF New York)

COUNTY OF Kings)

Before me, the undersigned authority, duly authorized to administer oaths, personally appeared **MARVIN P. LETO, JR.** to me personally known, or who identified himself to me by showing Drivers License as identification, and who acknowledged that she executed these Articles of Incorporation for the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal

this 9th day of MAY, 2002.

Arlene Flanders
NOTARY PUBLIC

My Commission Expires:

ARLENE FLANDERS
Notary Public, State of New York
No. 24-4821277
Qualified in Kings County
Commission Expires 8-31-02