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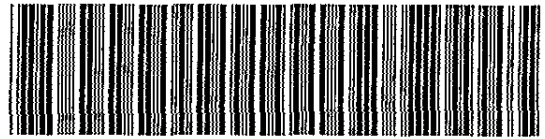
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amendment & change  
LFS  
7-18-03

**AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF**

**NuCentury Telematic Solutions, Inc.**

FILED  
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DIVISION OF CORPORATIONS

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The undersigned does hereby certify that the following Amendment to the Articles of Incorporation was approved by the Incorporator of **NuCentury Telematic Solutions, Inc** (the "Company") on the 30<sup>th</sup> day of June 2003. Shareholder approval was not required pursuant to Section 607.1005, Florida Statutes.

**Article I**

**Name**

The name of this corporation is Smart-Traveler. Solutions, Inc.

**Article III**

**STOCK**

This corporation is authorized to issue One Hundred Million (100,000,000) shares of, no par value, common stock and Fifty Million (50,000,000) shares of, no par value, Preferred Stock, the rights and preferences of which shall be established by the corporation's Board of Directors.

**Article VII**

**Board of Directors**

This Corporation shall have one director initially. The number of directors shall be established by the bylaws and may be either increased or diminished from time to time as provided in the bylaws.

**Article IX**

**Indemnification**

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

**Article X**

**Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Amended Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**Article XI**

**Affiliated Transactions**

This corporation elects not to be subject to the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions.

**Article XII - Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

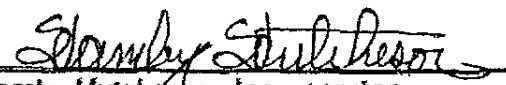
**Article XIII**

**Control-Share Acquisitions**

This corporation elects not to be subject to the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation this 30th day of June 2003

(CORPORATE SEAL)

  
Hamby Hutcheson, Incorporator