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BASIC AMENDMENT

INFRASAFE, INC.

Certificate of Status	0
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Amend.
2/4/04

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 3, 2004

INFRASAFE, INC.
1707 ORLANDO CENTRAL PARKWAY, SUITE 350
ORLANDO, FL 32809

SUBJECT: INFRASAFE, INC.
REF: P03000012341

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes.

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Teresa Brown
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INFRASAFE, INC.

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of **INFRASAFE, INC.** are hereby amended as follows:

FIRST: Article IV is hereby amended by deleting the provisions of said Article IV as the same now exist, and by substituting in lieu thereof the following Article IV:

ARTICLE IV

CAPITAL STOCK

1. **Number and Class of Shares Authorized; Par Value**. This Corporation is authorized to issue One Hundred Thousand (100,000) shares of voting common stock, having $.001 par value.

2. **Voting Rights**. The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock**. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

Prepared by:
Peter E. Reindert, Esq., FL Bar #442062
Akerman Senterfitt
P.O. Box 231
Orlando, FL 32802-0231

4. **<u>No Preemptive Rights</u>**. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

<u>SECOND</u>: The foregoing Amendment was adopted by the Board of Directors and Shareholders on the 9th day of December, 2003 and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, INFRASAFE, INC. has caused these Articles of Amendment to be executed by its duly authorized officer and its corporate seal to be affixed hereto this 29th day of December, 2003.

INFRASAFE, INC.

By: ______________________
Richard N. Clifton, Jr., Secretary