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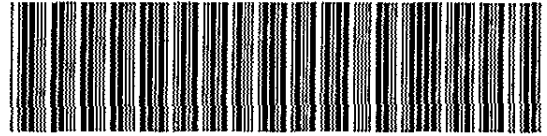
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*Amend*

FILED  
03 FEB 28 PM 12:45  
STATE  
TALLAHASSEE, FLORIDA

*RR*

*3/7/03*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
VISI, INC.

FILED  
03 FEB 28 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment adopted:

**ARTICLE IV SHARES**

The number of shares of common stock is:

100,000,000 @ par value \$.0001 / share

**SECOND:** The date of the Amendment's adoption is February 6, 2003.

**THIRD:** The Amendment was approved by the shareholders. The number of votes cast for the Amendment were sufficient for approval.

Signed this 6th day of February 2003.

Signature

  
Joseph Erhart, President