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BASIC AMENDMENT
DATA STORAGE SOLUTIONS, INC.

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**ARTICLES OF AMENDMENT TO
DATA STORAGE SOLUTIONS, INC.**

Pursuant to the provisions of Section 607, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are hereby amended by deleting Article II and VIII in their entirety and substituting the following in lieu thereof:

ARTICLE II

ADDRESS: The mailing address and street address of the initial principal office of the corporation shall be 1000 W. McNab Road, Suite 206, Pompano Beach, Florida 33069

ARTICLE VIII

INITIAL DIRECTORS AND OFFICERS: The name and addresses of the initial directors and officers who shall hold office for the first year of existence of the corporation or until his successor(s) have been elected and qualified are:

DIRECTORS

Melissa Rapkin

ADDRESS

***1000 West McNab Road
Suite 206
Pompano Beach, FL 33069***

Andrew Berns

***1000 West McNab Road
Suite 206
Pompano Beach, FL 33069***

OFFICERS

Melissa Rapkin

President/Secretary

Andrew Berns

Vice President/Treasurer

2. This Amendment was adopted on September 17, 2003.

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3. The Amendment was adopted at a joint meeting of the Shareholders and Board of Directors by a majority vote of the shareholders and directors to amend the Articles of Incorporation, as set forth in the By-Laws. The number of votes cast for the Amendment was sufficient for approval.

Signed this 17 day of SEPTEMBER, 2003.


MELISSA RAPKIN, President

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