

P03.000030446

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TALLAHASSEE, FLORIDA

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all amend

Richard P. Greene Business & Legal Support, Inc.

INTERNATIONAL BUILDING
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FORT LAUDERDALE, FLORIDA 33304

PHONE: (954) 566-6141
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April 8, 2005

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

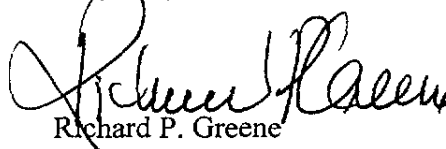
Re: Access Card Systems, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is a check made payable to the Secretary of State for the filing fee. Please return a copy of the filed Articles of Amendment to me.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,


Richard P. Greene
President

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ACCESS CARD SYSTEMS, INC.
Document Number: P03000030446**

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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: Amendments adopted:

ARTICLE IV

The number of shares the corporation is authorized to issue is:

30,000,000 shares of common stock, par value \$.001 per share

SECOND: The date of the amendment adoption: January 10, 2005

THIRD: The amendment was adopted by (Check One):

✓

The amendment was approved by the shareholders. The number of votes cast for amendment was sufficient for approval.

— The amendment was approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

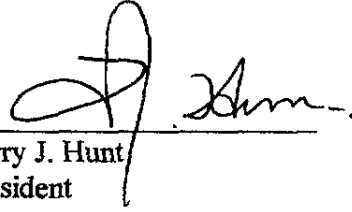
The number of votes cast for amendment was sufficient for approval by _____ (voting group).

— The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

— The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 10th day of January 2005.

By:


Larry J. Hunt
President

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