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Amend/WC

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

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BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

Of Counsel
LARRY D. MARSH
Florida Bar Board Certified Tax Lawyer

May 15, 2006

Secretary of State
Division of Corporations
Amendment Department
P. O. Box 6327
Tallahassee, FL 32301

RE: E-SAFE, INC.
Document No. P03000085989

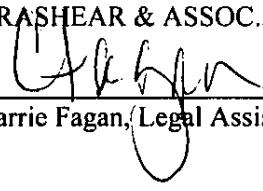
Dear Sirs:

Please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, as well as our check in the amount of \$43.75 representing \$35.00 for filing fees and \$8.75 for a certified copy of same.

After filing the original Articles of Amendment, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.


Carrie Fagan, Legal Assistant

Enclosures

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
E-SAFE, INC.

TO: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions in Section 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation pursuant to a meeting of the shareholders of the Corporation duly called on December 20, 2005:

1. The following amendments to the Articles of Incorporation of E-Safe, Inc. were adopted by holders of a majority of the outstanding shares of the common stock of the corporation on December 20, 2005, in the manner prescribed by the Florida General Corporation Act:

Article I

Name. The name of this Corporation is E-Safe Technologies, Inc.

Article V

Capital Stock. This Corporation is authorized to issue 10,000,000 shares of \$.001 par value common stock.

2. The number of shares of the corporation outstanding at the time of such adoption was 1,243,270 shares common stock; and the number of shares entitled to vote thereon was 1,243,270 shares common stock.

3. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	1,243,270

4. Number of shares voted for the amendment of Article I was 972,505; the number of shares voted against such amendment was 0; the number of shares abstaining was 0; and the number of shares not represented at the meeting in person or by proxy was 270,765.

5. The number of votes cast by a majority of the holders of common stock in favor of the amendment of Article I was sufficient for approval by the common stock shareholders.

6. Number of shares voted for the amendment of Article V was 920,504; the number of shares voted against such amendment was 33,334; the number of shares abstaining was 18,667; and the number of shares not represented at the meeting in person or by proxy was 270,765.

7. The number of votes cast by a majority of the holders of common stock in favor of the amendment of Article V was sufficient for approval by the common stock shareholders.

Dated: May 15, 2006.

E-SAFE, INC.

By: _____

President

Corporate Seal

Attest: _____

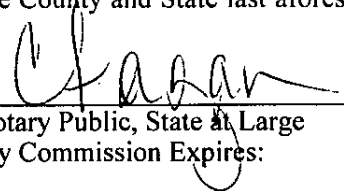
Secretary

**STATE OF FLORIDA
COUNTY OF ALACHUA**

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared JOHN M. HOCE, President and Secretary of E-Safe, Inc. to me known to be the person described in and who executed the foregoing Articles of Amendment, and upon oath acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of May A.D. 2006.





Notary Public, State at Large
My Commission Expires: