

PO40000116061

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☐ PICK-UP

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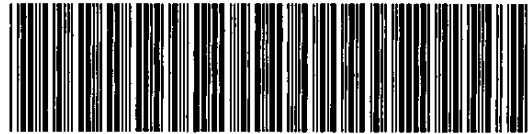
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10/06/06--01025--007 **43.75

HOMELAND INTEGRATED SECURITY SYSTEMS, INC.
Two Town Square Boulevard
Suite 250
Asheville, North Carolina 28803

October 4, 2006

Secretary of State of Florida
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendments of Articles of Incorporation of Homeland Integrated Security Systems, Inc.

Ladies and Gentlemen:

Enclosed for filing are Articles of Amendments of the Articles of Incorporation of Homeland Integrated Security Systems, Inc., a Florida corporation (the "Company"), together with a check in the amount of \$43.75 made payable to the Secretary of State of Florida. The check covers the filing fee of \$35 and the \$8.75 cost of a certified copy of the Articles of Amendment of the Company.

Please send the certified copy to:
Brian D. Riley, Secretary
Homeland Integrated Security Systems, Inc.
Two Town Square Boulevard, Suite 250
Asheville, North Carolina 28803

If you have any questions or comments on the contents of this letter, please do not hesitate to call Brian Riley at (828) 681-5152.

Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Brian D. Riley', with a stylized flourish at the end.

Brian D. Riley
Secretary

Encls.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

HOMELAND INTEGRATED SECURITY SYSTEMS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

1. The text of each amendment adopted is as follows:

a. *Increase in Authorized Common Stock*. Article IV is hereby amended by omitting the prior language and inserting the following language:

The total amount of capital stock which this Corporation shall have the authority to issue shall be 10,000,000,000 shares of Common Stock of the par value of \$.00001 per share.

2. The date of adoption of this amendment was as follows: **March 30, 2005**

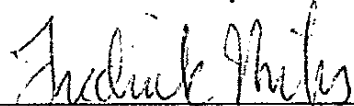
3. (Check either a, b, c, or d, whichever is applicable)

- a. X The amendment(s) was (were) approved by the shareholders.
b. The amendment(s) was (were) approved by the shareholders through voting groups.
c. The amendment(s) was (were) adopted by the board of directors without shareholder action and shareholder action was not required.
d. The amendment(s) was (were) approved by the incorporators without shareholder action, and shareholder action was not required.

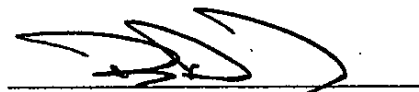
Signed this 30th day of March, 2005

Homeland Integrated Security Systems, Inc.

Name of Corporation



Fredrick W. Wicks, President



Brian D. Riley, Secretary

**ACTION BY WRITTEN CONSENT OF THE MAJORITY OF SHAREHOLDERS
OF
HOMELAND INTEGRATED SECURITY SYSTEMS, INC.
(a Florida Corporation)**

Pursuant to Florida Statutes 607.0704, the undersigned, being a majority of holders of the common stock of Homeland Integrated Security Systems, Inc., (the "Corporation"), hereby consent to and adopt the following resolution:

BE IT RESOLVED, that the Corporation amend its Articles of Incorporation to create 10,000,000 shares of a new series of Class A Convertible Preferred Stock and to increase the authorized number of shares of common stock, \$.00001 par value, from 1,000,000,000 shares to 10,000,000,000 shares.

RESOLVED FURTHER, that the officers of the Corporation, acting singly, for and on behalf of the Corporation, are hereby authorized to execute any and all documents and perform any and all acts that they, in their sole discretion, deem necessary or appropriate to effect the aforesaid amendment to the Corporation's Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned shareholders of Homeland Integrated Security Systems, Inc. do hereby execute this Consent to Action to be effective as of March 30, 2005.

Frank A. Moody II, Shareholder
180,000,000 common shares (21.49%)

Brian Riley, Shareholder
125,000,000 common shares (14.92%)

Ian Riley
125,000,000 common shares (14.92%)

Frederick Wick
17,500,000 common shares (2.09%)

James T. Bullock
180,000,000 common shares (21.49%)

837,700,188 total common shares

Homeland Integrated Security Systems, Inc.

2 Town Square Blvd., Suite 250
Asheville, NC 28803

☎ 828.681.5152

☎ 828.681.5847

www.hissusa.com

Balance Report

Cutoff Date: 03-30-2005

Include Good Addresses & Bad Addresses

Outstanding Stock Only

Common Stock with All Prefix

<u>Security</u>	<u>Shareholders</u>	<u>Issued</u>	<u>Outstanding</u>	<u>Authorized</u>
COMMON	119	837,700,188	837,700,188	10,000,000,000



Transfer Online, Inc

317 SW Alder Street, 2nd Floor

Portland, OR 97204

PHONE: 503.227.2950 . FAX: 503.227.6874

info@transferOnline.com . www.transferOnline.com

Certified By: _____ Date: _____