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FILED
05 SEP 30 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

@ 10.11.05

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
05 SEP 30 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 26, 2005

Re: PHOENIX ELECTRONICS & TECHNOLOGY, INC.

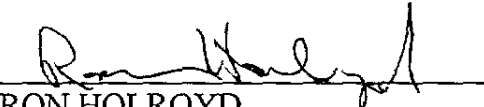
Ladies/Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of PHOENIX ELECTRONICS & TECHNOLOGY, INC., together with one copy of same and my check in the amount of \$35.00. Please file the Amendment.

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

Thank you for your cooperation and assistance herein.

Yours very truly,


RON HOLROYD
415 Hayes Avenue
Cocoa Beach, Florida 32931
home (321) 784-9156

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PHOENIX ELECTRONICS & TECHNOLOGY, INC.**

FILED
05 SEP 30 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment(s) adopted:

Article VII shall be amended to remove Jeremy Brooks of 1908 Blue Fox Court, Orlando, Florida 32825 as Vice President.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: September, 26, 2005.

FOURTH: Adoption of Amendment(s) (check one)

____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

____ The amendment(s) was/were 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):

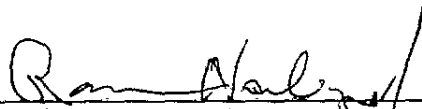
"The number of votes cast for the amendment(s) was/were sufficient for approval by
N/A."

 The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26 day of SEPT., 2005.

Signature



RON HOLROYD - Incorporator