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WINTER TRAIN SYSTEMS, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINTER TRAIN SYSTEMS, INC.**

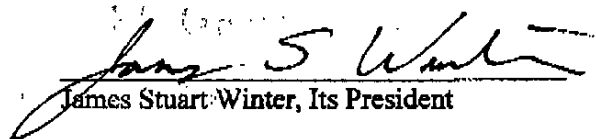
Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The Articles of Incorporation are amended to reflect that the corporation has changed its name from "WINTER TRAIN SYSTEMS, INC." to "INTEGRATED TRAIN SYSTEMS, INC."

SECOND: The date of the amendment's adoption is June 21, 2006..

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

Signed this 21st day of June, 2006.


James Stuart Winter, Its President

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