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Subject:

From: Patricia Tadlock

Thursday, September 20, 2007 3:37 PM Page: 2 of 5

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Thursday, September 20, 2007 3:37 PM Page: 3 of 5

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ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
PASSPORT WIRELESS, INC.

Passport Wireless, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed by the Secretary of State of the State of Florida on November 8, 2006, effective November 3, 2006.

2. Pursuant to Section 607.1005, Florida Statutes, this amendment to the Articles of Incorporation was approved by unanimous written consent of the board of directors of the Corporation, prior to the issuance of shares, as of November 15, 2006.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, and thereafter, Article 3 of the Articles of Incorporation of the Corporation shall read as follows:

Article 3

Capital Stock

The total number of shares of capital stock authorized to be issued by this corporation shall be as follows:

a. Common Stock. 100,000,000 shares of common stock with a par value of \$.001 per share (the "Common Stock"). The shares of Common Stock shall entitle the holder thereof to such rights and privileges with respect to voting, dividends, preferences in liquidation and such other rights as are specifically set forth in paragraphs (c) through (f) of this Article 3.

H07000234997 3

H07000234997 3

b. Preferred Stock. 10,000,000 shares of preferred stock with a par value of \$.001 per share (the "Preferred Stock"). The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, as shall be expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors and as are not expressed in these Articles of Incorporation or any amendment thereto, including (but without limiting the generality of the foregoing) the following:

- i. the designation of such series;
- ii. the dividend rate of such series, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other class or classes or on any other series of any class or classes of capital stock of this corporation, and whether such dividends shall be cumulative or non-cumulative;
- iii. whether the shares of such series shall be subject to redemption by this corporation, and if made subject to such redemption, the times, prices and other terms and conditions of such redemption;
- iv. the terms and amount of any sinking fund provided for the purchase or redemption of the shares of such series;
- v. whether the shares of such series shall be convertible into or exchangeable for shares of any other class or classes or of any other series of any class or classes of capital stock of this corporation, and if provisions are made for conversion or exchange, the times, prices, rates, adjustments, and other terms and conditions of such conversion or exchange;
- vi. the extent, if any, to which the holders of the shares of such series shall be entitled to vote as a class or otherwise with respect to the election of directors or otherwise;
- vii. the restrictions and conditions, if any, upon the issue or reissue of any additional Preferred Stock ranking on a parity with or prior to such shares as to dividends or upon dissolution; and
- viii. the rights of the holders of the shares of such series upon dissolution of, or upon the distribution of assets of, this corporation, which rights may be different in the case of a voluntary dissolution than in the case of an involuntary dissolution.

H07000234997 3

c. Payment for Stock. The consideration for the issuance of such shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

d. Voting. Subject to such voting rights, whether as a separate voting group or together with the Common Stock as a single voting group, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (b) of this Article 3, the entire voting power of this Corporation shall be vested in the Common Stock, each share of which shall entitle the holder thereof to one vote at each meeting of the stockholders of this Corporation. Except as otherwise provided with respect to one or more series of Preferred Stock pursuant to paragraph (b) of this Article 3, there shall be no cumulative voting in the election of directors.

e. Dividends. Subject to such dividend rights, whether preferential, participating or both, as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (b) of this Article 3, any dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

f. Preferences in the Event of Liquidation. Subject to such liquidation preferences and participation rights as may be provided with respect to one or more series of Preferred Stock pursuant to paragraph (b) of this Article 3, upon the liquidation, dissolution or winding up of the business of this Corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Common Stock on a share for share basis. A merger or other similar reorganization of this Corporation with or into any other corporation or corporations shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of this Article 3(f).

IN WITNESS WHEREOF, Passport Wireless, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President this 20 day of Sept., 2007.

PASSPORT WIRELESS, INC.

By Dwayne A. Pass, President
Dwayne A. Pass, President

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