

P07000017380

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**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF IMPERIAL SYSTEMS, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Imperial Systems, Inc., a Florida corporation bearing Document No. P07000017380 (the "Corporation"), does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on February 7, 2007.

SECOND: The directors and a majority of the holders of the voting capital stock of the Corporation deem it to be in the best interests of the Corporation to amend the Articles of Incorporation to increase the authorized capital of the Corporation.

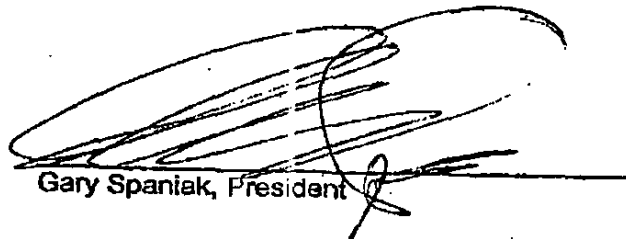
THIRD: To effect the foregoing, the text of the Article IV of the Articles of Incorporation is hereby deleted and replaced in its entirety as follows:

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Forty Million (140,000,000) shares

The foregoing amendment was adopted by all of the directors and a majority of the holders of the common stock of the Corporation pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act on November 7, 2007. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this November 7, 2007.


Gary Spaniak, President

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