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BASIC AMENDMENT

INNOVATIVE BUSINESS SOLUTIONS, INC.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$43.75

Amendment

7-13-00

DC 7/12/00

FROM

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INNOVATIVE BUSINESS SOLUTIONS, INC.**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, this corporation adopts the following articles of amendment to articles of incorporation:

FIRST: The name of the corporation is:

Innovative Business Solutions, Inc.

SECOND: Article IV is amended to read as follows:

ARTICLE IV. CAPITALIZATION

4.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 10,000,000 shares, of which 9,000,000 shares shall be Common Stock having a par value of \$0.001 per share ("Common Stock") and 1,000,000 shares shall be Preferred Stock, \$0.001 par value per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

4.2 Common Stock.

4.21 Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as set forth in the Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the FBCA to establish the respective class or series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

4.22 Voting Rights. Except as otherwise provided in these Articles of Incorporation, except as otherwise provided by the FBCA and except as may be determined by the Board of Directors with respect to the Preferred Stock, only the holders of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder.

4.23 Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

4.24 Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

4.3 Preferred Stock.

4.31 Issuance, Designations, Powers Etc. The Board of Directors is expressly authorized, subject to the limitations prescribed by the FBCA and the provisions of these Articles of Incorporation, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation, which, pursuant to Section 607.0602(4) of the FBCA shall be effective without shareholder action, for the issuance from time to time of the shares of the Preferred Stock in one or more classes or series, to establish from time to time the number of shares to be included in each such class or series, and to fix the designations, powers, preferences and other rights of the shares of each such class or series and to fix the qualifications, limitations and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

1. the number of shares constituting that class or series and the distinctive designation of that class or series;
2. the dividend rate on the shares of that class or series, whether dividends shall be cumulative, noncumulative or partially cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that class or series;
3. whether that class or series shall have voting rights, in addition to the voting rights provided by the FBCA, and, if so, the terms of such voting rights;
4. whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

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5. whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
6. whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;
7. the rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and
8. any other relative powers, preferences, and rights of that class or series, and qualifications, limitations or restrictions on that class or series.

4.32 Dissolution, Liquidation, Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each class or series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such class or series.

4.4 Preemptive Rights.

4.41 Generally. The holders of the Common Stock shall have preemptive rights to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized, all in proportion to the number of shares of Common Stock held by such shareholder.

4.42 Exercise of Preemptive Rights. Preemptive rights must be exercised within 30 days of the date that the Corporation tenders written notice to the shareholder of the proposed issuance of any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation (the "Shareholder Notice"). The Shareholder Notice shall contain a detailed description of the securities proposed to be issued and the price at which such securities are proposed to be offered. Unless the shareholder, within 30 days of the date of the Shareholder Notice, tenders to the Corporation written notice of his or her exercise of preemptive rights, accompanied by payment for the securities in immediately available funds, the preemptive rights shall terminate and the Corporation may offer the securities described in the Shareholder Notice free of any preemptive rights.

4.43 Applicability. Notwithstanding the foregoing, the preemptive rights provided for in this Section 4.4 shall not apply to issuances of Common Stock of the

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Corporation to employees of the Corporation in accordance with the provisions of the Corporation's 2000 Equity Incentive Plan, as such Plan may amended or modified.

THIRD: The date of the amendment's adoption is May 1, 2000.

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

The undersigned officer of the Corporation has executed these Articles of Amendment to Articles of Incorporation this 1st day of May, 2000.

INNOVATIVE BUSINESS SOLUTIONS, INC.

By: 
Debra L. Wohlers
President