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BASIC AMENDMENT
WORLDWIDE EQUIPMENT CORP.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 15, 1999

WORLDWIDE EQUIPMENT CORP.
547 SAW MILL RIVER ROAD
P.O. BOX 710
ARDSLEY, NY 10502US

SUBJECT: WORLDWIDE EQUIPMENT CORP.
REF: P93000043191

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WORLDWIDE EQUIPMENT CORP.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Worldwide Equipment Corp., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P93000043191, does hereby certify:

FIRST: That pursuant to written consent of all of the Board of Directors and majority consent of the Shareholders of the Corporation, dated August 20, 1999, the Board of Directors and Shareholders approved the Amendment to the Corporation's Articles of Incorporation as follows:

The first paragraph through item (1) of ARTICLE THREE of the Corporation's Articles of Incorporation shall be deleted and replaced with the following:

"The total number of shares of capital stock which the corporation has the authority to issue is 101,000,000 shares consisting of:

(1) 100,000,000 shares, par value \$.001 per share, designated as Common Stock (the "Common Stock"); and"

SECOND: The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a Written Consent of the Board of Directors of the Corporation and by a majority of the shareholders of the Common Stock of the Corporation, dated September 15, 1999, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

Matthew W. Miller, Esq., Florida Bar No. 0121398
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

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IN WITNESS WHEREOF, the undersigned, being the President of this Corporation,
has executed these Articles of Amendment as of September 15, 1999.

WORLDWIDE EQUIPMENT CORP.

By: 

Mitch Hymowitz, President

Matthew W. Miller, Esq., Florida Bar No. 0121398
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