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NEW FILINGS	AMENDM	ENTS		
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ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

BIT SERVICES, INC.

(Present name)

Pursuant to provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

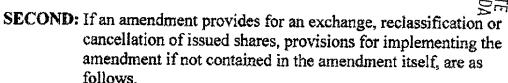
FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added, deleted)

ARTICLE VII: BOARD OF DIRECTORS

The name(s) and address(es) of the Member of the Board of Directors are:

ERIC L. LAWTON - President 4900 Bayview Dr. #33 Ft. Lauderdale, FL 33308

JANE E. STEWART - Vice President 4900 Bayview Dr. #33 Ft. Lauderdale, FL 33308



The date of each amendment's adoption: 8/12/1999 THIRD:

FOURTH: Adoption of Amendment(s) Check One

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

> The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.

<u>X</u>	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through a voting group.	
(Th	e following statement must be separately provided for each voting group itled to vote separately on the amendment(s).)	
The app	number of votes cast for the amendment(s) was/were sufficient for roval by:	
	(voting group)	
Signed thi	s: 21 October, 1999	
off	airman or Vice Chairman of the Board of Directors, Presidents or other cer if adopted by the shareholders) Or (A director or incorporator if opted by the directors of incorporators)	. 4
	ERIC E. LAWTON	
	(Type or print name)	
	President	
	(Title)	