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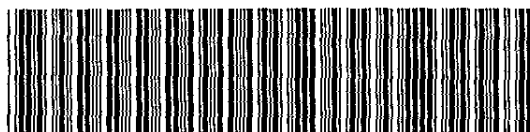
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2003 JAN -3 PM 4:38

*Amendment*  
*01/13/03*  
*DC*

**DAVID S. PIERCEFIELD, P.A.**  
**COUNSELLOR AT LAW**  
**230 LOOKOUT PLACE, SUITE 200**  
**MAITLAND, FLORIDA 32751**

**TELEPHONE (407) 629-8118**

**FACSIMILE (407) 629-7274**

January 2, 2003

**VIA - FEDERAL EXPRESS**

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Guildline Instruments, Inc.

Dear Sir/Madam:

Enclosed for filing is the original Certificate of Amendment for the above-named corporation, along with our check in the amount of \$35.00 to cover the cost of filing. Please stamp the enclosed copy of this letter "received" and return same in the envelope provided. If you have any questions, please do not hesitate to contact the undersigned.

Yours very truly,



David S. Piercefield

DSP/ab  
Enclosures

CERTIFICATE OF AMENDMENT  
(Articles of Amendment)

The undersigned, Anthony Anderson the duly elected and qualified President and Secretary, of GUILDLINE INSTRUMENTS INC., a Florida corporation, (the "Company") do hereby certify that the following is a true and correct copy of action taken by written consent without a meeting by the shareholders and directors of said corporation as of the 31st day of December, 2002, pursuant to the provisions of Section 607.0821, and Section 607.0704, Florida Statutes:

WHEREAS, the Company has redeemed all of its issued and outstanding shares of Preferred Stock, and,

WHEREAS, the Company seeks to eliminate its authorized class of Preferred Stock entirely.

RESOLVED, that the Articles of Incorporation of Guildline Instrument Inc. be and the same hereby are amended to delete, remove and eliminate any and all references to Preferred Stock and to thereby leave the Company with a single class of common stock.

FURTHER RESOLVED, that the foregoing amendment shall be effective as of December 31, 2002.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this 29 day of DECEMBER, 2002.

A. Anderson  
Anthony Anderson, President

A. Anderson  
Anthony Anderson, Secretary

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STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, an officer duly authorized in the State and County aforesaid to administer oaths, personally appeared Anthony Anderson, who being duly sworn, deposes and says: That he is the President and Secretary, of GUILDLINE INSTRUMENTS INC., a corporation duly organized under the laws of the State of Florida, and that he has read the foregoing Certificate of Amendment and that the same is true and correct and that the foregoing action was taken by written consent of the Directors and Shareholders as of the 31st day of December pursuant to Sections 607.0812 and 607.0704, Florida Statutes.

A. Anderson  
Anthony Anderson, President

A. Anderson  
Anthony Anderson, Secretary

Sworn to and subscribed before me this 31st day of December, 2002 by Anthony Anderson who is personally known to me.

Angela B. Berkeley  
Notary

My Commission Expires:



Angela P. Berkeley  
My Commission CC959382  
Expires August 10, 2004