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ACCOUNT NO. : 072100000032

REFERENCE : 420971 7150717

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED  
2001 NOV 28 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : November 28, 2001

ORDER TIME : 10:34 AM

ORDER NO. : 420971-005

CUSTOMER NO: 7150717

CUSTOMER: Mr. William Byers  
Sichenzia Ross & Friedman Llp  
135 West 50th Street, 20th Fl.

New York, NY 10020

000004696680--0

DOMESTIC AMENDMENT FILING

NAME: IBIZ TECHNOLOGY CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

C. Coulliette NOV 28 2001

CONTACT PERSON: Janna Wilson -- EXT# 1155

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
01 NOV 28 AM 11:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**IBIZ TECHNOLOGY CORP.**  
(a Florida corporation)

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FIRST: Amendment adopted:

That Article IV of the Articles of Incorporation is hereby amended to read in its entirety as follows:

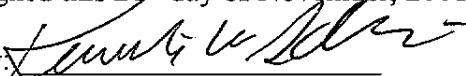
**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue two classes of stock. One class of stock shall be Common Stock, par value \$0.001, of which the Corporation is authorized to issue 450,000,000 shares. The second class of stock shall be Preferred Stock, par value \$0.001, of which the Corporation is authorized to issue 50,000,000 shares. The Preferred Stock, or any series thereof, shall have such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as shall be expressed in the resolution or resolutions providing for the issue of such stock adopted by the board of directors and may be made dependent upon facts ascertainable outside such resolution or resolutions of the board of directors, provided that the matter in which such facts shall operate upon such designations, preferences, rights and qualifications; limitations or restrictions of such class or series of stock is clearly and expressly set forth in the resolution or resolutions providing for the issuance of such stock by the board of directors.

SECOND: This amendment was adopted on November 21, 2001.

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

Signed this 26<sup>th</sup> day of November, 2001.

By: 

Name: Kenneth W. Schilling

Title: President