

**ARTICLES OF AMENDMENT
OF
SPACEMARK INTERNATIONAL CORPORATION**

FILED
01 MAR 27 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of SpaceMark International Corporation, hereby states:

1. The name of the Corporation is SpaceMark International Corporation.
2. The following Amendment to the Articles of Incorporation of said Corporation was adopted and approved as of the 10th day of March, 2001, by the Directors and shareholders of the Corporation:

RESOLVED, that Article IV of the Articles of Incorporation of SpaceMark International Corporation shall be and hereby is amended in its entirety to read as follows:

ARTICLE IV

1. Number and class of shares authorized; per value.

This corporation is authorized to issued 5,000,000 shares of Preferred Stock having a par value of \$.01 dollars per share, which shall be designated "Preferred Stock" and is authorized to issue 25,000,000 shares of voting Common Stock, having a par value of \$.01 dollars per share, which shall be designated "Common Stock."

2. Preferred Stock

Shares of Preferred Stock shall be issued in one or more series from time to time with such designations, rights, preferences, and limitations as the Board of Directors may hereafter determine. Prior to the issuances of any such shares or series, the rights, preferences, and limitations (including, but not limited to, the rate of dividends, method and nature of payment of dividends, terms of redemption, if any, amounts payable on liquidation, sinking fund provisions, conversion rights, or voting rights) shall be determined by the Board of Directors, and the corporation shall file Articles of Amendment memorializing such rights, preferences, and limitations with the Florida Department of State, pursuant to §607.602 *Florida Statutes*.

3. Common Stock

The Common Stock shall possess and exercise exclusive voting rights. At all meetings of the shareholders, each record shareholder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of Directors of the corporation.

SPACEMARK INTERNATIONAL CORPORATION

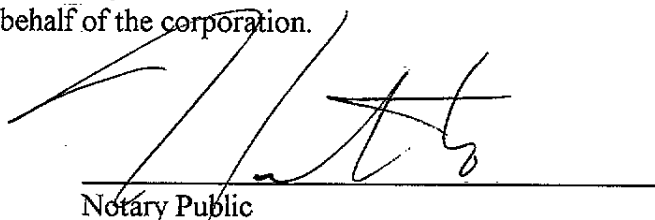
By: 

Benjamin J. Everidge, President and Secretary

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 19th day of March, 2001, by Benjamin J. Everidge, as President and Secretary of **SPACEMARK INTERNATIONAL CORPORATION**, a Florida corporation, on behalf of the corporation.




Notary Public