


P94000073077
 NCT Group, Inc.

Mark Melnick, Esq.
V.P., General Counsel & Secretary
Telephone 203-226-4447, ext. 3572
E-mail mmelnick@nctgroupinc.com

August 2, 2002

VIA UPS OVERNIGHT

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment

Dear Sir or Madam:

Enclosed, on behalf of Pro Tech Communications, Inc. (P94000073007), a Florida profit corporation, are Articles of Amendment along with a check in the amount of \$52.50 payable to the Florida Secretary of the State for the filing fee, a certificate of status and a certified copy of the amendment.

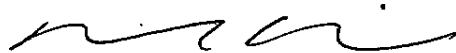
Please send all documentation to my attention at the following address:

NCT Group, Inc.
20 Ketchum Street
Westport, CT 06880
Attn: Mark Melnick

400006893864--2
-08/05/02--01042--009
*****52.50 *****52.50

If you have any questions, please feel free to contact me.

Very truly yours,



Mark Melnick

8/9/02
Amend
sp

02 AUG -5 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

PRO TECH COMMUNICATIONS, INC.

(present name)

P94000073007

(Document Number of Corporation (If known))

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article IV, Section A(1) of the Amended and Restated Articles of Incorporation of Pro Tech Communications, Inc., as amended, pertaining to the number of shares of common stock that Pro Tech Communications, Inc. is authorized to issue, is amended to read in its entirety as follows:

Three Hundred Million (300,000,000) shares of common stock with a par value of \$.001 per share (the "Common Stock"); and

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

[N/A]

FILED
02 AUG -5 AM 10: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: April 12, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ 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 voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 2nd day of August, 2002

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Mark Melnick

(Typed or printed name)

Secretary

(Title)