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LAW OFFICES OF

ZANKOWSKI & ASSOCIATES, LLC
A LIMITED LIABILITY COMPANY

JOHN B. ZANKOWSKI, ESQ
MEMBER NEW YORK BAR

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PATRICK BROWN, ESQ
MEMBER GEORGIA BAR

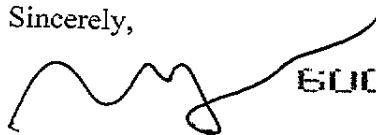
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SUITE 2180
ATLANTA, GA 30326
TEL (404) 995-0044
FAX (404) 995-0096

MOEEN CHEEMA
LL.M. LONDON, LL.M. HARVARD

Please file this amendment. If you have any questions, then please call John Zankowski at (404)995-0044.

Please send a certified copy of the amendment to:
Zankowski & Associates, LLC
3340 Peachtree Road, Suite 2180
Atlanta, GA 30326

Sincerely,



John Zankowski

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FILED
01 JUL 26 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
7/31

ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION
OF
Safe Transportation Systems, Inc.
(present name)

Pursuant to the provisions of section 607.1006 and 607.0602, Florida Statutes, this Florida profit corporation adopts the following articles of amendments

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

Amendment to Articles of Incorporation:

The Article IV text of the Company's Restated Certificate of Incorporation would read in its entirety as follows:

Article IV

"Authorized Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is fifty million (50,000,000) shares of common stock with one vote per share, \$0.001 par value per share (the "Common Stock") and twenty-five million (25,000,000) shares of preferred stock, \$0.001 par value per share (the "Preferred Stock"). Each share shall be entitled to one vote."

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

N/A

THIRD: The date of each amendment's adoption:

On July / , 2001, this amendment was adopted by the board of directors.

FOURTH: Adoption of Amendment

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 1st day of July, 2001

Signature



Director

Attached Board Resolution

FILED
01 JUL 26 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOARD OF DIRECTORS' RESOLUTION

FOR

Authorization and Sale of Preferred Stock
BY

Safe Transportation Systems, Inc. (SFTS)

Written waiver of notice was signed by all of the directors.

All of the Directors being present via telephone conference, and upon motion duly made and unanimously passed, the following changes:

Amendment to Articles of Incorporation

RESOLVED, that the board of directors of Safe Transportation Systems, Inc. ("The Company") authorize an amendment to the Articles of Incorporation.

The Article IV text of the Company's Restated Certificate of Incorporation would read in its entirety as follows:

Article IV

"Authorized Shares. The total number of shares of capital stock which the Corporation shall have authority to issue is fifty million (50,000,000) shares of common stock with one vote per share, \$0.001 par value per share (the "Common Stock") and twenty-five million (25,000,000) shares of preferred stock, \$0.001 par value per share (the "Preferred Stock"). Each share shall be entitled to one vote."

Amendment of Bylaws

There was then presented to the meeting for adoption a proposed sets of Bylaws of the corporation. The Bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously

RESOLVED, that the Bylaws Amendment presented to this meeting are adopted as an amendment to the Bylaws of the corporation.

RESOLVED FURTHER, that the Secretary insert a copy of amendment to the Bylaws in the Corporate Records Book and see that a copy of the Bylaws is kept at the corporation's principal office as required by law.

RESOLVED, that the Officers and Directors of Safe Transportation Systems, Inc. (the "Company") are hereby authorized to issue **5,000,000** shares of Preferred Stock of the Company pursuant to a preferred stock offering.

FURTHER RESOLVED, that the Officers and Directors of the Company are authorized to take all necessary steps and measures to conclude the transactions contemplated herein including, without limitation, execution of Stock Purchase Agreements with these individuals and instructing the Company's transfer agent Interwest Transfer Company, Inc. to issue share certificates accordingly.

The undersigned, **Mr. Alan Brooks**, certifies that he is the duly appointed Secretary of the Company and that the above is a true, accurate, and correct copy of a Resolution duly adopted at a meeting of the Directors thereof, convened and held in

accordance with law and the By-Laws of said Corporation on **July 1, 2001**, and that such Resolution is now in full force and effect.

IN WITNESS THEREOF, I have affixed my name as Secretary of Safe Transportation Systems, Inc. and have attached the seal of same corporation to this Resolution.



Mr. Alan Brooks
Secretary

July 1, 2001
Date

Seal: