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NAME: GATE TECHNOLOGIES INTERNATIONAL, INC.

TYPE OF FILING: AMENDMENT TO ARTICLES

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

OF

GATE TECHNOLOGIES INTERNATIONAL, INC.

May 2, 2001

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **GATE TECHNOLOGIES INTERNATIONAL, INC.**, a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

1. Name of Corporation. The name of the corporation is **GATE TECHNOLOGIES INTERNATIONAL, INC.**

2. Text of Amendment. The following amendment (the "Amendment") to the Articles of Incorporation was recommended by the unanimous written consent of the directors of the Corporation, and approved and adopted by the written consent of the requisite number of shareholders of the Corporation holding issued and outstanding shares of the Class A voting shares of the Corporation (which are the only class of shares of the Corporation with voting rights), all in compliance with the Articles of Incorporation and Bylaws of the Corporation and the provisions of Section 607.1003 of the Florida Business Corporation Act, which Amendment replaces in its entirety Article III - Capital Stock of the Articles of Incorporation of the Corporation:

"ARTICLE III - CAPITAL STOCK'

A. Authorized Shares. The number of shares of stock that this corporation is authorized to have outstanding at anyone time is Three Million (3,000,000), consisting of Two Million (2,000,000) shares of Class A Voting Common Stock, par value $.01 per share ("Class A Shares"), and One Million (1,000,000) shares of Class B Nonvoting Common Stock, par value $.01 per share ("Class B Shares").

Prepared By:
Andrew M. Gross, Esq., FLA Bar No. 0827045
Hunt, Cook, Riggs, Mehr & Miller, P.A.
2200 Corporate Blvd. NW, Suite 401, Boca Raton, FL 33431

File: 00047338

B. Class A Shares. Each Class A Share shall entitle the holder thereof to one (1) vote for the election of directors of the corporation or on any matter presented to the shareholders of the corporation for their vote.

C. Class B Shares. Class B Shares shall be nonvoting shares which carry no right to vote for the election of directors of the corporation, and no right to vote on any matter presented to the shareholders of the corporation for their vote or approval except to the extent the laws of the State of Florida require that voting rights be granted to such nonvoting shares. Each Class B Share shall carry a restriction which prohibits the corporation from making any distributions of cash or property with respect to Class A Shares until all Class B Shares issued by the corporation have been redeemed and repurchased by the corporation and no Class B Shares remain outstanding.

3. Date of Adoption. The Amendment was adopted by the unanimous written consent, dated as of May 2, 2001, of all of the directors of the Corporation and the written consent, dated as of May 2, 2001, of the requisite number of shareholders of the Corporation holding issued and outstanding shares of Class A voting shares of the Corporation, pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act. The Amendment was approved by a majority of Class A shareholders of the Corporation, such number being sufficient for approval of the Amendment in accordance with the Articles of Incorporation and Bylaws of the Corporation and Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have set my hand as of the 2nd day of May, 2001.

GATE TECHNOLOGIES INTERNATIONAL, INC.,
a Florida corporation

By: D. Roger Dube
Dr. Roger Dube
Its: President