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February 5, 1997

Corporate Records Bureau
Division of Corporations
Department of State
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Tallahassee, FL 32314

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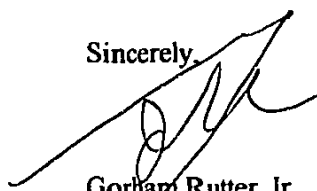
Re: Surf Tech International, Inc.

Dear Madam/Sir:

With respect to the above-referenced corporation, enclosed please find for filing the original Articles of Amendment to The Articles of Incorporation. Also, enclosed please find my check in the amount of \$35.00 to cover the cost of filing the enclosure.

Thank you for your time and attention to this matter.

Sincerely,


Gorham Rutter, Jr.

Enclosure
enc

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TALLAHASSEE, FLORIDA

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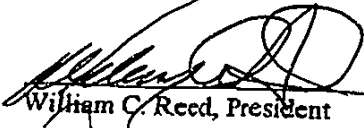
ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
SURF TECH INTERNATIONAL, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: Surf Tech International, Inc.
2. The text of the amendment is set forth on Exhibit "1" which is attached hereto and incorporated herein by reference.
3. The above amendment was adopted on January 30, 1997.
4. The amendment was approved and adopted by the affirmative vote of the shareholders of a majority of the shares entitled to vote thereon. The number of votes was sufficient for approval.
Dated this 31st day of January, 1997.

Surf Tech International, Inc.

By:


William C. Reed, President


Claudia D. Reed, Secretary

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TALLAHASSEE, FLORIDA

Article IV - Share Structure

Authorized Shares

4.01. The corporation is authorized to issue 1,035,000 shares; all of the shares are without par value. The shares are divided into two classes. The designation of each class and the number of shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	1,000,000
Preferred	35,000

Preferred Shares in Series; First Series

4.02. The preferred shares shall be issued from time to time in series. The first series shall be designated "Series A ten percent cumulative preferred"; shall consist of 12,800 shares; shall be entitled to receive dividends at the annual rate of ten percent (10%) in accordance with the provisions of Paragraphs 4.04 through 4.07; shall on any voluntary or involuntary liquidation, dissolution, or winding up of the corporation receive the sum of \$28.50 a share plus all accrued and unpaid dividends in accordance with the provisions of Paragraphs 4.08 through 4.12; and shall be convertible to common shares as provided in Paragraphs 4.13 through 4.18. The shares of the series shall otherwise be subject to the provisions of this Article applicable to all series of the preferred shares, and additional provisions with respect to the series shall be fixed by the board of directors as provided in Paragraph 4.03.

Authority of Board of Directors to Fix Terms of Series

4.03. All preferred shares shall be of equal rank and identical, except in the particulars that may be fixed by the board of directors as provided in this Paragraph. Each share of each series shall be identical in all respects with the other shares of the series, except as to the date from which dividends shall cumulate. The board of directors is authorized and required to fix, in the manner and to the full extent permitted by law, all provisions of the shares of each series not otherwise set forth in these Articles as long as no provision is inconsistent with the provisions of this Article. The board of directors shall fix:

Designation of Series — Number of Shares

(a) The distinctive designation of each series and the number of shares that constitutes each series, except the first series, the designation and number of shares of which are set forth in Paragraph 4.02; provided, the number of shares may be increased (except where otherwise provided by the board of directors in its resolution creating the series) or decreased (but not below the number of shares of the series then outstanding) from time to time by resolution of the board of directors.

Dividend Rates and Rights

(b) The annual rate of dividends payable on the shares of all series, except the first series, the dividend rate of which is set forth in Paragraph 4.02, as well as the date from which dividends shall be cumulative on all shares of any series issued before the record date for the first dividend on shares of the series, and the dividend rights applicable to the shares of all series.

Voluntary Liquidation Preferences

(c) The amount payable on shares of each series in the event of any voluntary liquidation, dissolution, or winding up of the affairs of the corporation.

Conversion Rights

(d) The rights, if any, of the holders of shares of each series to convert the shares into common shares and the terms and conditions of the conversion.

Other Preferences

(e) Any other preferences, relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions on the shares.

Dividends - Time for Payment

4.04. The holders of the preferred shares of each series, in preference to the holders of the common shares, shall be entitled to receive dividends out of any funds legally available for this purpose, as and when declared by the board of directors. The corporation shall not be required to declare a dividend on any of the preferred shares. However, the dividends upon the preferred shares shall be cumulative, so that any dividends which are not paid shall continue to accrue and cumulate, and such accrued dividends shall be paid before any dividends shall be paid upon the common stock.

The dividend rate for each series is that provided in Paragraph 4.02 or fixed in accordance with the provisions of Paragraph 4.03. Dividends are payable quarterly on the last days of January, April, July, and October each year, for the quarterly period ending on each payment date, except that the first dividend on the initial issue of any series of preferred shares shall be payable on the quarterly dividend payment date next succeeding the expiration of thirty

days after the date any shares of the series are issued. The dividends shall be cumulative in the case of shares of each series:

(a) If issued on or before the record date for the first dividend on shares of the series, then from the date fixed for that purpose by the board of directors, as provided in Paragraph 4.03;

(b) If issued during the period beginning immediately after the record date for a dividend on shares of the series and terminating at the close of the payment date for the dividend, then from the last mentioned dividend payment date; or

(c) Otherwise from the quarterly dividend payment date next preceding the date of issue of the shares.

Equal Payment

4.05. No dividend shall be paid on, or declared or set apart for, any share of preferred shares (except the first series) for any quarterly dividend period unless at the same time a like proportionate dividend for the same quarterly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid on, or declared and set apart for, all preferred shares of all series then issued and outstanding and entitled to receive the dividend.

Cumulative Rights

4.06. In no event, as long as any preferred shares shall be outstanding, shall any common shares be purchased, or otherwise acquired for value by the corporation; unless and until all dividends on the preferred shares of all series for all past quarterly dividend periods and for the then current quarterly period shall have been paid or declared and a sum sufficient for the

payment thereof set apart. The foregoing provisions of this paragraph, however, shall not prohibit a dividend on common shares in exchange for, or through application of the proceeds of the sale of, common shares.

Full Participation

4.07. Subject to the provisions of Paragraphs 4.04 through 4.06 and to any further limitations prescribed by the board of directors pursuant to the provisions of Paragraph 4.03, the board of directors may declare, out of any funds legally available therefor, additional dividends, but the additional dividends shall be made equally, share for share, to all outstanding shares, preferred and common.

Liquidation Preferences ---- Voluntary Dissolution

4.08. In the event of any voluntary liquidation, dissolution, or winding up of the affairs of the corporation, then, before any distribution or payment shall be made to the holders of the common shares, the holders of the preferred shares shall be entitled to be paid in full the respective amounts fixed in accordance with the provisions of Paragraph 4.03 (except the holders of Series A ten percent cumulative preferred shares whom shall be paid the amounts specified in Paragraph 4.02), together with accrued dividends to the distribution payment date, whether or not declared.

Involuntary Dissolution

4.09. In the event of any involuntary liquidation, dissolution, or winding up of the affairs of the corporation, then, before any distribution or payment shall be made to the

holders of the common shares, the holders of the preferred shares shall be entitled to be paid in full the amounts fixed in accordance with the provisions of Paragraph 4.03 (except the holders of Series A ten percent cumulative preferred shares whom shall be paid the amounts specified in Paragraph 4.02), together with accrued dividends to the distribution or payment date, whether or not declared.

Insufficient Assets

4.10. If, on any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, the assets of the corporation are insufficient to permit full payment to the preferred shareholders as herein provided, then the holders of any series of the preferred shares shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled.

Participation Rights Where Assets Sufficient

4.11. If, on any liquidation, dissolution, or winding up of the affairs of the corporation, payment shall have been made in full to the holders of the preferred shares, as provided in Paragraph 4.08 or 4.09, the remaining assets and funds of the corporation shall be distributed equally to all outstanding shares, preferred and common, share for share.

Dissolution as Not Including Consolidation or Merger

4.12. Neither the consolidation or merger of the corporation, nor the lease or conveyance of all or substantially all of its assets, shall be deemed a liquidation, dissolution, or winding up of the affairs of the corporation within the meaning of Paragraphs 4.08 through 4.11 or within the meaning of the provisions of Paragraph 4.03.

Conversion Rights of First Series

4.13. The holder of any shares of the initial series shall have the option to convert said shares to common shares in accordance with the following:

(a) Written notice ("Conversion Notice") of the holder's election to convert must be delivered to the corporation prior to the close of business on the tenth day preceding the date of redemption stated in a redemption notice for such shares of the initial series;

(b) The certificate or certificates for the shares of the initial series, duly endorsed to the corporation, must be surrendered and delivered to the corporation within five days subsequent to the corporation's receipt of the Conversion Notice. Further, concurrently with the delivery of said certificate(s), the holder shall deliver to the corporation an affidavit, duly executed by holder under oath and properly notarized, attesting therein that the holder/affiant is the lawful owner of the shares and that the shares are not pledged, hypothecated or otherwise encumbered;

(c) The holder shall be entitled to receive one (1) share of common stock for each share of the initial series so converted. Said common share(s) shall be issued to such holder within five days subsequent to the corporation's receipt of the duly endorsed certificate(s) and affidavit referred to in (b) above;

(d) The holder shall be responsible for payment of transfer taxes, if any, on the common shares to be issued in exchange for the shares of the initial series; and

(e) Dividends on such shares of the initial series shall cease to accrue as of the date of the Conversion Notice.

Use of Accrued Dividends to Purchase Common Shares - First Series

4.14. The accrued and unpaid dividends payable with respect to the initial series of preferred shares may be used by the holder thereof to purchase common shares. It shall take \$28.50 of accrued and unpaid dividends to purchase one (1) share of common stock. This right to purchase may be exercised for part or all of the accrued and unpaid dividends, and this right to purchase may be exercised even if the holder's preferred shares are not converted to common shares in accordance with Paragraph 4.13.

Antidilution Provision

4.15. The number of common shares to be issued as provided in Paragraph 4.13 shall be adjusted by appropriate amendment of Paragraph 4.13 to take into account any and all increases or reductions in the number of outstanding common shares that may have occurred since the date of the first issuance of the initial series by reason of a split, share dividend, merger, consolidation, or other capital change or reorganization affecting the number of outstanding common shares. The adjustment must fairly and equitably preserve so far as reasonably possible the original conversion rights of the initial series.

Fractional Shares

4.16. When required for a complete conversion of the initial series, the corporation shall issue fractional shares, or certificates evidencing fractional shares, computed to the nearest one hundredth of a share, fractions of less than one hundredth of a share being disregarded, on such terms and subject to such conditions as may be fixed by the board of directors. Fractional shares shall entitle the holder to exercise fractional voting rights, to receive dividends thereon, and to participate in any of the assets of the corporation in the event of liquidation.

Cancellation of Converted Shares

4.17. The initial series of shares so converted shall not be reissued and shall cease to be part of the authorized shares of the corporation.

Reservation of Sufficient Common Shares for Conversion

4.18. The corporation shall at all times reserve and keep available out of its authorized but unissued common shares, solely for the purpose of effecting conversion of its initial series of shares, the full number of common shares deliverable on conversion of the initial series of shares from time to time outstanding.

No Preemptive Rights

4.19. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation.

Rights of Holders of Common Stock Upon Dissolution or Liquidation

4.20. On dissolution or liquidation of the corporation, holders of the common stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation subject, nevertheless, to the preferences and special rights afforded the holders of the preferred shares pursuant to the provisions of this Article.