CAPITAL CONNECTION, INC.

417 E. Virgin (904) 224 Tallahassee, Florida 32302

Retrax Safety Systems, Inc.

200002238142--8 -07/15/97--01012--034 *****87.50 *****87.50

		Art of Inc. File
		LTD Partnership File
		Foreign Corp. File
		L.C. File PS 9
		Fictitious Name File PR E
		Name Reservation APP
		Merger File Til
	<u></u>	Art. of Amend. File
		PA Resignation PA C
		Dissolution / Withdrawal
		Annual Report / Reinstatement
	<u></u>	Cert. Copy 75
		Photo Copy S P1
		Certificate of Good Standing
		Certificate of Status
		Certificate of Fictitious Name [77]
		Corp Record Search
		Officer Search
		Fictitious Search
		Fictitious Owner Search
		Vehicle Search
		Driving Record
		UCC 1 or 3 File
	<u></u>	UCC 11 Search
:		UCC 11 Retrieval
		Courier

Signature

Name,

Requested by:

Walk-In

Will Pick Up

ARTICLES OF AMENDMENT OF RETRAX SAFETY SYSTEMS, INC.

ARTICLE I.

The name of this Corporation is Retrax Safety Systems, Inc.

ARTICLE II.

Article IV of the Articles of Incorporation of the Corporation is hereby amended to increase the authorized common stock of the Corporation at a par value as follows:

The Corporation is hereby authorized to issue 15,000,000 shares of common stock, par value \$.0001.

ARTICLE III.

The amendment sent forth in Article II hereof was adopted by the affirmative written consent dated July 9, 1997 of the holders of a majority of the Common Shares of the Corporation entitled to vote at a meeting of the shareholders. The number of votes cast for the amendment set forth in Article II hereof by the shareholders was sufficient for approval.

ARTICLE IV.

The amendment set forth in Article II hereof does not provide for an exchange, reclassification, or cancellation of issued Common Shares.

ARTICLE V.

The amendment set forth in Article II hereof shall become effective upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment in his respective corporate capacity this 9th day of July 1997.

John E. Tober, President

STATE OF FLORIDA

COUNTY OF DADE

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared John E. Tober, known to me and known by me to be the person described as the person executing the foregoing Articles of Amendment, and he acknowledged before me that he executed said Articles of Amendment this 9th day of July, 1997.

WITNESS my hand and seal in said State and County, this 9th day of July, 1997.

Allene M. Jain
Notary Public

My Commission Expires:

APLENE M. GARVIN
MY COMMISSION # CC 440087
EXPRES: April 22, 1999
Conded Titru Netry Public Underwriters