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MCGUIRE WOODS LLP

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Division of Corporations

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BASIC AMENDMENT

ISW INTERNATIONAL, INC.

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Amendment
3-9-99

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ISW INTERNATIONAL, INC.**

ISW International, Inc., pursuant to Section 607.1006, Florida Statutes, does hereby file the following Articles of Amendment:

1. That the name of the Corporation is ISW International, Inc.
2. Article V of the Articles of Incorporation of ISW International, Inc. is hereby amended in its entirety to read as follows:

ARTICLE V

Capital Stock

The maximum number of shares of stock which the Corporation has authority to issue is Twenty-Five Million (25,000,000) shares of common ("Common Stock") having a par value of \$0.01 per share.

3. The amendment was adopted on the 24 day of February 1999.
4. The amendment was duly approved by the shareholders of the Corporation in accordance with Section 607.1006, Florida Statutes. The number of votes cast was sufficient for approval.

Dated Feb 24, 1999.

ISW INTERNATIONAL, INC.

By: 

K. Allen Weatherby, President

Prepared by Halcyon E. Skinner
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