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BASIC AMENDMENT

INTELLIGENT SYSTEMS, M.D., INC.

Certificate of Status	0
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Page Count	01
Estimated Charge	\$35.00

AMEND
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 17, 2000

INTELLIGENT SYSTEMS, M.D., INC.
311 PARK PLACE BLVD.
SUITE 240
CLEARWATER, FL 33759

SUBJECT: INTELLIGENT SYSTEMS, M.D., INC.
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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTELLIGENT SYSTEMS M.D., INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, Intelligent Systems M.D., Inc., a Florida corporation, by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Intelligent Systems M.D., Inc.
2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by deleting ARTICLE V thereof in its entirety and by inserting, in lieu thereof, the following new ARTICLE V:

ARTICLE V
Capital Stock

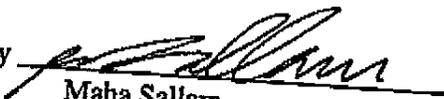
The aggregate number of shares which the corporation shall have authority to issue is one hundred million (100,000,000) shares of common stock, \$.01 par value per share.

FURTHER RESOLVED, that upon effectiveness of the foregoing amendment each of the issued and outstanding shares of the corporation's common stock be automatically converted, without any action on the part of the holders thereof, into 100 shares of common stock, \$.01 par value per share, of the corporation.

3. The date of the adoption of the amendment by the shareholders of the corporation was September 25, 2000.
4. The number of votes cast for approval of the amendment by the shareholders was sufficient for approval.

Dated: September 25, 2000.

INTELLIGENT SYSTEMS M.D., INC.

By 
Maha Sallam,
President

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