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BASIC AMENDMENT
CENTRACK INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amendment

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CENTRACK INTERNATIONAL, INC.

FILED
99 MAR -3 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, CENTRACK INTERNATIONAL, INC., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Article 7, is hereby amended in its entirety to read as follows:

"Article 7 - CORPORATE CAPITALIZATION

7.1 The total number of shares of all classes of stock that the Corporation shall have the authority to issue is Two Million (2,000,000) shares of Common Stock in one or more classes, having a par value of \$.001. The Board of Directors is expressly authorized to provide for the classification and reclassification of any unissued shares of Common Stock and the issuance thereof in one or more classes or series without the approval of the stockholders of the Corporation. The designations, relative rights, preferences, and limitations of each class of shares of the Corporation shall be as follows:

A. **Class A Common Stock**

Voting Rights. The holders of Class A Common Stock shall be entitled to one (1) vote for each share held with respect to all matters voted on by the shareholders of the Corporation.

B. **Class B Common Stock**

Voting Rights. The holders of Class B Common stock shall be entitled to four (4) votes for each share held with respect to all matters voted on by the shareholders of the Corporation.

7.2 No holders of any shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance."

2. This Amendment shall be effective on the date of filing.

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95 4/462-2000


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3. This Amendment was approved by the directors and the shareholders of the Corporation by written consents dated March 3, 1999 in accordance with the provisions of Sections 607.0704 and 607.0821, Florida Statutes.

Dated: March 3, 1999


John I. Lofquist, C.E.O. & President

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