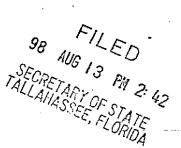
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SKYLAB TECHNOLOGIES GROUP, INC.



Pursuant to Section 607.1005, Florida Statutes, SKYLAB TECHNOLOGIES GROUP, INC., a Florida corporation, does hereby amend its Articles of Incorporation to change its authorized shares as follows:

1. Article III of the Articles of Incorporation is hereby repealed in its entirety and the following is substituted therefore:

Article III

Stock

This corporation is authorized to issue and have outstanding one class of shares known as Class A voting common stock. The maximum number of Class A voting shares with par value that this corporation is authorized to have outstanding at any one time is Ten Million (10,000,000) shares of the par value of \$0.001 each.

- 2. Except as amended hereby, the Articles of Incorporation shall remain in full force and effect.
- 3. The Board of Directors of the Corporation unanimously adopted a resolution approving of this amendment to the Articles of Incorporation on August 1, 1998. The Shareholders of the Corporation approved this amendment to the Articles of Incorporation, as provided in the Corporation's bylaws, at the annual shareholder meeting held on August 1, 1998. The number of votes cast in favor of the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned president of SKYLAB TECHNOLOGIES GROUP, INC. hereby certifies that these Articles of Amendment were adopted by the corporation on August 1, 1998.

Joseph Antonucci

President