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BASIC AMENDMENT

STERLING TECHNOLOGY GROUP, INC.

Certificate of Status	0
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Amendment

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STERLING TECHNOLOGY GROUP, INC.**

Pursuant to the provisions of Florida Statutes § 607.1006, the undersigned Florida corporation, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **STERLING TECHNOLOGY GROUP, INC.**
2. Article III of the Articles of Incorporation of the corporation is hereby amended to increase the authorized capital of the Corporation and to reduce the par value of shares, and in connection therewith shall read as follows:

ARTICLE III. AUTHORIZED CAPITAL

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is five million (5,000,000) shares of common stock, each share having \$.001 par value.

In all other respects the Articles of Incorporation shall remain unchanged.

3. This amendment was adopted by Unanimous Written Consent of the Sole Shareholder and Sole Director of the Corporation and was delivered to the Secretary of this corporation pursuant to Section 607.0704 and 607.0821 of the Florida Statutes as of December 1, 1999. The number of votes cast for this amendment was sufficient for approval.

[Signature Page Follows]

THIS INSTRUMENT PREPARED BY:

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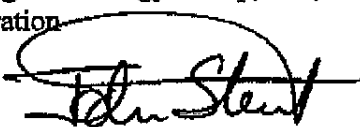
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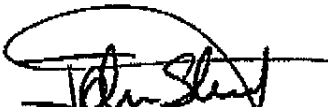
IN WITNESS WHEREOF, the undersigned corporation has adopted these Articles of Amendment to the Articles of Incorporation as of the 1st day of December, 1999.

Sterling Technology Group, Inc., a Florida corporation

By:


John Stewart, President

Attest:


John Stewart, Secretary

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