

PA7000026571

Florida Department of State
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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

SMX CORP.

Certificate of Status	0
Certified Copy	1
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Amend

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SMX CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of SMX CORP., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P97000026571, does hereby certify:

That pursuant to written consent of the holders of a majority of the outstanding shares of the Common Stock of the Corporation on December 3, 2000, and a resolution duly adopted by the Board of Directors of the Corporation at a properly called meeting of the Board of Directors on December 5, 2000, the Shareholders and Directors approved the amendment to the Corporation's Articles of Incorporation as follows:

Article IV of the Corporation's Articles of Incorporation shall be effected as follows:

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be two hundred million (200,000,000) shares of common stock, par value \$.0001 per share.

Clint J. Gage, Esq., FL Bar #0191779
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6042-00300 301696.1

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200,000,000 shares of common stock, par value \$.0001 per share. On the date of filing of these Articles of Amendment which the Secretary of State of the State of Florida, every ten issued and outstanding shares of the Corporation's previously authorized common stock, par value \$.0001 per share (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into one (1) validly issued, fully paid and nonassessable share of Common Stock (the "New Common Stock"). Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled, except that no fractional shares resulting from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock; and

The foregoing amendment was adopted, pursuant to the Florida Business Corporation Act, by a resolution duly adopted by the Board of Directors of the Corporation at a properly called meeting of the Board of Directors on December 5, 2000, and by the holders of a majority of the outstanding shares of the Common Stock of the Corporation pursuant to written consent dated December 3, 2000. Therefore, the number of votes cast by the Shareholders of the Corporation for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

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This Certificate of Amendment shall be effective as of 7:00 a.m., Florida, time, on the date of filing.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment as of December 6, 2000.

SMX CORP.

By:


Laurence Isaacson, President