

P97000056759

LAW OFFICES OF
WARREN J. SOLOSKI
A PROFESSIONAL CORPORATION
11300 WEST OLYMPIC BLVD., SUITE 800
LOS ANGELES, CALIFORNIA 90064
(310) 477-9742

TELECOPIER
(310) 473-1470

July 9, 2001

Via Federal Express

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/10/01--01043--012
*****35.00 *****35.00

Dear Gentlepersons:

Enclosed please find the original and two copies of the Articles of Amendment for Pro Roads Systems, Inc. together with a stamped self addressed return envelop and my check for the filing fees in the amount of \$35.00. Please file the original and return a confirmed copy in the envelope provided. If you have any questions please call forthwith. Thank you for your courtesy and cooperation in this matter.

Very truly yours,



Warren J. Soloski
WJS:im

FILED
01 JUL 19 PM 4:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

Amend
7-19-01
WJS

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pro Roads Systems, Inc.

File 2nd file

Pro Roads Systems, Inc.

CD 7-19-01

Signature _____

Requested by _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 JUL 19 AM 10:05

NOT RECORDED
TO AGENCY OF
SUFFICIENCY OF FILING

11:00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 13, 2001

WARREN J. SOLOSKI ATTY.
11300 WEST OLYMPIC BLVD., SUITE 800
LOS ANGELES, CA 90064

SUBJECT: PRO ROADS SYSTEMS, INC.
Ref. Number: P97000056759

We have received your document for PRO ROADS SYSTEMS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2000 annual report/uniform business report. The entity must be reinstated before this document can be filed.

The total amount due to reinstate is \$900.00.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

Letter Number: 701A00041406

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
PRO ROADS SYSTEMS, INC.

FILED

01 JUL 19 PM 4:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Daryl Desjardins bring the sole Director and Chief Executive Officer of Pro Roads Systems, Inc., (the "Company") and existing under the laws of the State of Florida does hereby amend its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Company is hereby amended pursuant to the General Corporation Law of the State of Florida, in Article Forth thereof by the addition of the following provisions:

4.1 Reclassification of Shares. Simultaneously with the effective date of this amendment (the "Effective Date"), each share of the Company's Common Stock, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Date (the "Old Common Stock") shall automatically and without any action on the part of the record holder thereof be reclassified as and changed into one-hundredth (1/100) of a share (the "New Common Stock"), subject to the treatment of fractional share interests as described below. Each record holder of a certificate or certificates which immediately prior to the Effective Date represented outstanding shares of Old Common Stock (the "Old Certificates", whether one or more) shall be entitled to receive upon surrender of such Old Certificates to the Company's Exchange Agent for cancellation, a certificate or certificates (the "New Certificates", whether one or more) representing the number of whole shares of the New Common Stock into which and for which the shares of the Old Common Stock formerly represented by such Old Certificates so surrendered, are reclassified under the terms hereof. From and after the Effective Date, Old Certificates shall represent only the right to receive new Certificates pursuant to the provisions hereof. One full share representing each fractional share interest in New Common Stock will be issued by the Company. A record holder of Old Certificates shall receive, in lieu of any fraction of a share of New Common Stock to which the record holder would otherwise be entitled, one full share. If more than one Old Certificate shall be surrendered at one time for the account of the same record stockholder, the number of full shares of New Common Stock for which new Certificates shall be issued shall be computed on the basis of the aggregate number of shares represented by the Old Certificates so surrendered. In the event that the Company's Exchange Agent determines that a record holder of Old Certificates has not tendered all of his certificates for exchange, the Exchange Agent shall carry forward any fractional share until all certificates of that record holder have been presented for exchange such that issuance for fractional shares to any one person shall be one additional share for each fractional share.. If any new Certificate is to be issued in the name other than that in which the Old Certificates surrendered for exchange are issued, the Old Certificates so surrendered shall be properly endorsed and otherwise in proper form for transfer, and the person or persons requesting such exchange shall affix any requisite stock transfer tax stamps

to the Old Certificates surrendered, or provide funds for their purchase, or establish to the satisfaction of the exchange Agent that such taxes are not payable. From and after the Effective Date the amount which the shares of the Old Common Stock are reclassified under the terms hereof shall be the same as the amount of capital represented by the shares of Old Common Stock so reclassified, until thereafter reduced or increased in accordance with applicable law.

4.2 Authorized Capital Prior to Reclassification. The total number of shares which the corporation was authorized to issue prior to the reclassification effected in section 4.1 above was 50,000,000 of Common Stock having a par value of \$0.001 per share.

4.3 Authorized Capital After Reclassification. Effective as of the date this amendment is filed with the Delaware Secretary of State, the total number of shares which the corporation is authorized to issue is 50,000,000 of Common Stock having a par value of \$0.001 per share.

2. The foregoing Amendment to the Articles of Incorporation was authorized by the Board of Directors and duly adopted by consent action by the holders of in excess of eighty percent (80%) of the Company's outstanding stock entitled to vote thereon in accordance with the General Corporation Law of the State of Florida and was sufficient for approval

01 07-06-01.

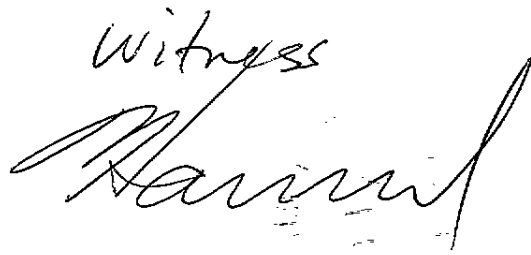
IN WITNESS WHEREOF, the undersigned have executed this Articles of Amendment this 6th day of July, 2001 and DO HEREBY CERTIFY, that the facts stated in this Articles of Amendment are true and correct..

By:


Daryl Desjardins, Chief Executive Officer

By:


Daryl Desjardins, Secretary

Witness

PETER W. HAMMOND
Barrister & Solicitor
#203 - 2955 Gladwin Road
Abbotsford, B.C. V2T 5T4