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AUTHORIZATION :

Patricia Pijet

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 11, 2002

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CUSTOMER NO: 4372512

CUSTOMER: Gregg E. Jaclin, Esq
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RECEIVED
02 JUL 11 AM 11:41
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATE REGISTRATION

DOMESTIC AMENDMENT FILING

NAME: ROANOKE TECHNOLOGY CORP.

EFFECTIVE DATE:

700006331187--5

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

C. Coulllette JUL 11 2002

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ROANOKE TECHNOLOGY CORP.**

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Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Roanoke Technology Corp (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Amendment I - Capital Stock

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be one hundred and fifty million (150,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever, the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on May 31, 2002.

Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

By: David L. Smith, Jr.

Name: David. L. Smith, Jr.

Title: CEO/Director

Date: 7-08-02