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BASIC AMENDMENT

TOTALLY VOICE, INC.

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Amendment

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ARTICLES OF AMENDMENT
OF
TOTALLY VOICE, INC.

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1. The name of the Corporation is TOTALLY VOICE, INC. (the "Corporation").
2. Article V of the Articles of Incorporation of the Corporation is hereby in its entirety amended to read as follows:

ARTICLE V: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be Fifty Million (50,000,000) shares of common voting stock having a par value per share of \$.001 and Ten Thousand (10,000) shares of preferred non-voting stock having a par value per share of \$.001.

3. The foregoing amendment was approved by the Shareholders of the Corporation by a Written Consent signed by a majority of the Shareholders on August 17, 2001 manifesting their intention that this amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1004, Florida Statutes. The vote of such Shareholders was sufficient for such amendment's approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 17 day of August, 2001.


GARY CRAIN, President

Prepared By: Nick Jovanovich, Esq.
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