

P98000000624



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 898688 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 21, 1998

ORDER TIME : 11:31 AM

ORDER NO. : 898688-005

CUSTOMER NO: 4728359

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-07/21/98--01072--007
*****35.00 *****35.00

CUSTOMER: Ms. Jennifer D. Riddle
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: PRODURA TECHNOLOGIES, INC.

EFFECTIVE DATE:

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

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
98 JUL 21 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUL 21 PM 12:10
TALLAHASSEE, FLORIDA

7/22

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PRODURA TECHNOLOGIES, INC.

FILED
98 JUL 21 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRODURA TECHNOLOGIES, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV. CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 10,000,000 shares of common stock, each with a par value of \$.001 (the "Common Stock"), and 5,000,000 shares of preferred stock, each with a par value of \$.01 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote and to fully participate in all shareholder meetings. In addition, each share of issued and outstanding Common Stock shall entitle the holder thereof to share ratably in the net assets of the Corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series."

2. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article XI in its entirety.

3. The foregoing amendments shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all

filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

4. The amendments recited in Section 1. and 2. above have been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, shareholders holding the majority of stock of the Corporation and all directors having executed a written statement, dated July 17, 1998 manifesting their intentions that the amendments be adopted; and the number of votes cast for the amendments by the shareholders having been sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 17 day of July 1998.

PRODURA TECHNOLOGIES, INC.

By: Robert K. Fredericks

Robert K. Fredericks, President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 17th day of July 1998 by Robert K. Fredericks, an individual known to me ~~or who has produced~~ as identification, in his capacity as President of ProDura Technologies, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.

sign Cathy J. Kiefer

print CATHY J. KIEFER

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

156136.1

