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September 23, 1998

Secretary of State of Florida
Corporations
P O Box 6327
Tallahassee, FL 32314

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-09/30/98--01053--006
*****87.50 *****87.50


Re: West Palm Beach Technologies, Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment to the Articles of Incorporation of West Palm Beach Technologies, Inc., in duplicate. Also enclosed is our check in the amount of \$87.50 in payment of filing fees and a certified copy. Please return the certified copy of the Articles to me.

Thank you for your cooperation with this regard.

Sincerely,


Jan E. Blanck,
Lawyer's Assistant to Gregg J. Breitbart

FILED
98 SEP 30 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc: Gregg J. Breitbart, Esq.

AM
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Amend
JES
9-30-98
*Cert Copy

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF WEST PALM BEACH TECHNOLOGIES, INC.,
A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act (the "Act"), WEST PALM BEACH TECHNOLOGIES, INC., a Florida corporation, hereby adopts the following amendment to its Articles of Incorporation:

Article V is hereby amended to read as follows:

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares of stock which this Corporation is authorized to issue is 50,000,000 shares of common stock having a par value of \$.001 per share.

In accordance with Section 607.1003 of the Act, the foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Written Consent of the Sole Director and Shareholder of the Corporation dated June 1, 1998, and therefore, the number of votes cast in favor thereof was sufficient for its approval.

WEST PALM BEACH TECHNOLOGIES, INC.,
a Florida corporation

By: *Robert DiMarco, Sr.*
Robert DiMarco, Sr., President

Date: June 1, 1998, 1998

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