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July 22, 1999

Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: West Palm Beach Technologies, Inc.

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-07/23/99-01056-003
*****43.75 *****43.75

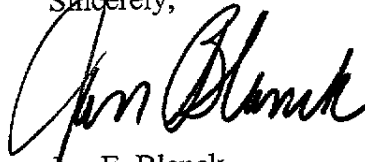
Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment to the Articles of Incorporation of West Palm Beach Technologies, Inc., a Florida corporation. Also enclosed is our check in the amount of \$43.75 in payment of filing fees and a certified copy of the amendment. Please return the certified copy to me.

Thank you for your cooperation with this matter.

*Amend
7-29-99
HKS*

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Troy Rillo

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 23 PM 3:04

FILED

cc: Troy Rillo, Esq.

**ARTICLES OF AMENDMENT TO 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, West Palm Beach Technologies, Inc., a Florida corporation, hereby adopts the following amendment to its Articles of Incorporation:

ARTICLE V
CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 200,000,000 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 was adopted by unanimous vote of the shareholders at their annual meeting held on July 15, 1999, at which a quorum was present. Therefore, the number of votes cast in favor of the amendment was sufficient for its approval.

**West Palm Beach Technologies, Inc.,
a Florida corporation**

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

Date: July 20, 1999

FILED
99 JUL 23 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA