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Internet Video Solutions

<http://www.E-troop.com>
12951 Metro Parkway, Ste. 6
Fort Myers, FL 33912
Ph: (941) 561-1650
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July 15, 1999

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-07/19/99--01043--005
*****43.75 *****43.75

To Whom It May Concern:

Enclosed please find a check in the amount of \$43.75 (\$35.00 filing fee and \$8.75 for certified copy.)

Please file the enclosed Articles of Amendment and provide us with a certified copy to. The copy can be mailing to:

Internet Marketing Technologies, Inc.
Attn: John Moran
12951 Metro Parkway, Suite 6
Fort Myers, FL 33912

In any additional information is required, please contact me
(941) 561-1650.

Sincerely,

John A. Moran
Vice President

Enclosures

FILED
99 JUL 19 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS JUL 22 1999

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
INTERNET MARKETING TECHNOLOGIES, INC.**

FILED
99 JUL 19 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation, INTERNET MARKETING TECHNOLOGIES, INC., adopts the following articles of amendment to its restated articles of incorporation:

FIRST: Amendments adopted:
Article IV is hereby amended in full to read as follows:

A. Aggregate Shares

The aggregate number of shares of all classes of stock which the corporation shall have the authority to issue is EIGHTEEN MILLION, ONE HUNDRED FIFTY THOUSAND (18,150,000) consisting of:

1. Fifteen Million (15,000,000) shares of Common Stock, with \$.001 par value (the "Common Stock");
2. Three Million (3,000,000) shares of Voting Preferred Stock, with \$.001 par value (the "Voting Preferred Stock"); and
3. One Hundred Fifty Thousand (150,000) shares of Non-Voting Preferred Stock, with \$.001 par value (the "Non-Voting Preferred Stock").

B. Voting Preferred Stock

The Board of Directors is hereby expressly authorized to adopt amendments to the Articles of Incorporation to provide for the issuance of one or more series of Voting Preferred Stock, to establish from time to time the number of shares to be included in each such series, to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof, including without limitation the following, and the shares of each series may vary from the shares of any other series in the following respects:

1. The division of such shares into series and the designation and authorized number of shares of each series;
2. The annual dividend rate on the shares;
3. The dates of payment of dividends, whether the dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

4. The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;
5. Sinking fund requirements, if any;
6. The preference, if any, of the shares of such series in the event of any voluntary or involuntary liquidation, dissolution, or winding up of affairs of the Corporation;
7. The right, if any, of the shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and
8. Any other relative rights, preferences, and limitations of that series.

The holders of Voting Preferred Stock shall be entitled at all times to one vote for each share, voting as a class.

C. Non-Voting Preferred Stock

The Board of Directors is hereby expressly authorized to adopt amendments to the Articles of Incorporation to provide for the issuance of one or more series of Non-Voting Preferred Stock, and to establish from time to time the number of shares to be included in each such series, to fix the designation, powers, preferences and rights of the shares of each such series and any qualifications, limitations or restrictions thereof, including without limitation the following, and the shares of each series may vary from the shares of any other series in the following respects:

1. The division of such shares into series and the designation and authorized number of shares of each series;
2. The annual dividend rate on the shares;
3. The dates of payment of dividends, whether the dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;
4. The redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;
5. Sinking fund requirements, if any;
6. The preference, if any, of the shares of such series in the event of any voluntary or involuntary liquidation, dissolution, or winding up of affairs of the Corporation;

7. The right, if any, of the shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

8. Any other relative rights, preferences, and limitations of that series.

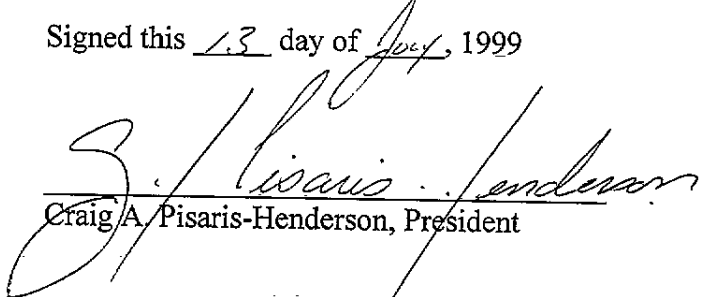
Except as otherwise required by law, no holders of Non-Voting Preferred Stock shall be entitled to vote on any matter submitted to the shareholders of the Corporation.

SECOND: The date of the amendment's adoption is July 9, 1999.

THIRD: Adoption of Amendments

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 13 day of July, 1999


Craig A. Pissaris-Henderson, President

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Craig A. Pissaris-Henderson, President of Internet Marketing Technologies, Inc., who is known to me and known by me to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation, and he acknowledged before me that he executed those articles of incorporation. An oath was not administered.

I WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13 day of June, 1999.

(SEAL HERE)



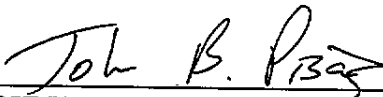

NOTARY PUBLIC
ANGELA MOTT
(Printed Name of Notary)
My Commission expires:

**OFFICER'S CERTIFICATE OF
SHAREHOLDER APPROVAL OF THE
ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
INTERNET MARKETING TECHNOLOGIES, INC.**

I, John B. Pizaris, Secretary of Internet Marketing Technologies, Inc., a Florida corporation (the "Company"), HEREBY CERTIFY that:

1. The Articles of Amendment of Internet Marketing Technologies, Inc., required shareholder approval.
2. The Articles of Amendment to the Restated Articles of Incorporation of the Company was approved by majority vote of the shareholders, the vote cast being sufficient to approve the amendment, at a special meeting of the shareholders held on July 9, 1999, in Fort Myers, Florida.

15th IN WITNESS WHEREOF, I have set my hand and fixed the seal of the Company this
day of July, 1999.



JOHN B. PISARIS, Secretary