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LAW OFFICE

BRUCE ALAN HERALD

A PROFESSIONAL CORPORATION

IZO JOHN ROBERT THOMAS DRIVE EXTON, PENNSYLVANIA 1934I-2654 TELEPHONE (6IO) 594-7555 FACSIMILE (6IO) 594-7955

October 10, 2000

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DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE FL 32314

Re: Acceletronics Ventures, Inc.

Our File No. V-165-D

Ladies and Gentlemen:

Enclosed are original Articles of Amendment and a copy. Please file the original and time-stamp and return the copy in the enclosed self-addressed, postage prepaid envelope.

Also enclosed is a check in the amount of \$35.00 payable to the Department of State to cover the filing fee.

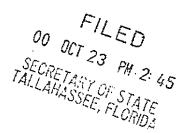
Sincerely,

Bruce Alan Herald

BAH/vlb enclosures

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Acceletronics Ventures, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I - Name is amended to read as follows:

The name and principal address of this corporation shall be:

Acceletronics South, Inc. 400 Gordon Drive, Suite 602 Exton PA 19341

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: October 10, 2000
FOURTH	Adoption of Amendment(s) (CHECK ONE)
函	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of discountry and a second of the secon
_	The amendment(s) was/were adopted by the board of directors without shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Steve Schwarz Typed or printed name
	President
	Title