

TECHLABS, INC.

P980000047602

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Knoxville, Tennessee 37923

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August 27, 2002

Via Federal Express

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Techlabs, Inc.
Document number P98000047602

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Ladies and Gentlemen:

Enclosed for filing you will find an original executed Articles of Amendment to the Articles of Incorporation for Techlabs, Inc. together with a check in the amount of \$43.75 representing the filing fee of \$35.00 and a certified copy fee of \$8.75. Once filed, please forward the certified copy to Mrs. Ella Chesnutt, 6200 Devon Drive, Columbia, MD 21044. In the meantime, should you have any questions please contact her at 410-884-3682.

Thank you.

Sincerely,

Jayne Dorrough
Jayne Dorrough
Director

FILED
02 AUG 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

P980000047602
08-26-02
4PS Amend
#Out copy

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
TECHLABS, INC.**

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02 AUG 26 PM 1:06
CLERK OF SUPERIOR COURT
ALACHUA COUNTY, FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of TECHLABS, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), bearing document number P98000047602, does hereby certify that the following resolutions were adopted pursuant to the authority of the Board of Directors and the holders of a majority of the Corporation's issued and outstanding voting securities as required by Section 602.1003 of the Florida Business Corporation Act:

RESOLVED, that the first paragraph of Article III Capital Stock which appears in the Corporation's Articles of Incorporation, as amended, be and hereby is deleted in its entirety and substituted with the following:

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 5,000,000,000 shares of common stock, par value \$.001 per share (the "Common Stock"), 10,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock"), 25,000,000 shares of special preferred stock, par value \$.001 per share (the "Special Preferred Stock") and 10,000,000 shares of blank check preferred stock, par value \$.001 per share (the "Blank Check Preferred"). Of the 25,000,000 shares of Special Preferred Stock, 12,500,000 shares shall be designated Class A Special Preferred Stock and shall have a par value of \$.001 per share. Series of the Blank Check Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Blank Check Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

FURTHER RESOLVED, that Article III Capital Stock be of Articles of Incorporation of the Corporation, as amended, is further amended to designate 225,000 of the authorized shares of Blank Check Preferred Stock as Class C Preferred Stock. The rights, preferences, privileges, restrictions and other matters relating to the Class C Preferred Stock are as follows:

6. Rights, Preferences and Designations of Class C Preferred Stock.

6.1 Designation and Dividends. The designation of this series, which

consists of 225,000 shares of Blank Check Preferred Stock, is the Class C Preferred Stock (the "Class C Preferred Stock") and the stated value shall be \$0.001 per share. The holders of shares of Class C Preferred Stock shall not be entitled to receive dividends.

6.2 Liquidation Preference. In the event of any liquidation, dissolution or winding up of this Corporation, either voluntary or involuntary, the holders of Class C Preferred Stock will not be entitled to any liquidation preference and shall be subject to the provisions of Section 1.1 hereof.

6.3 Redemption. The Class C Preferred Stock is not redeemable without the prior express written consent of the holders of a majority of the voting power of all then outstanding shares of such Class C Preferred Stock.

6.4 Conversion. Each share of Class C Preferred Stock shall be convertible, at the sole option of the Corporation, at any time, or from time to time, after the date of issuance of such share at the office of this Corporation into such number of fully paid and non-assessable shares of Common Stock as is determined by mutual agreement of the Corporation and the holder of the Class C Preferred Stock at the time of conversion.

6.5 Voting Rights. Each share of Class C Preferred Stock shall entitle the holder thereof to one hundred and fifty (150) votes for each one vote per share of Common Stock, and with respect to such vote, shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote, together as a single class with holders of Common Stock and the Special Preferred Stock, with respect to any question or matter upon which holders of Common Stock have the right to vote. Class C Preferred Stock shall also entitle the holders thereof to vote as a separate class as set forth herein and as required by law.

6.6 Protective Provisions. So long as any shares of Class C Preferred Stock are outstanding, this Corporation shall not without first obtaining the written approval of the holders of at least a majority of the voting power of the then outstanding shares of such Class C Preferred Stock:

(a) sell, convey, or otherwise dispose of or encumber all or substantially all of its property or business or merge into or consolidate with any other corporation (other than a wholly-owned subsidiary Corporation) or effect any transaction or series of related transactions in which more than fifty percent (50%) of the voting power of the Corporation is transferred or disposed of;

(b) alter or change the rights, preferences or privileges of the Class C Preferred Stock;

(c) increase or decrease the total number of authorized shares of Class C Preferred Stock;

(d) authorize or issue, or obligate itself to issue, any other equity security, including any other security convertible into or exercisable for any equity security having rights, preferences or privileges over, or being on a parity with or similar to, the Class C Preferred Stock;

(e) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any security of this Corporation;

(f) amend this Corporation's Articles of Incorporation or bylaws;

(g) change the authorized number of directors of the Corporation; or

7. Status of Converted or Redeemed Stock. In the event any shares of Class C Preferred Stock shall be converted or redeemed pursuant to Sections 6.3 or 6.4 hereof, the shares so converted or redeemed shall be cancelled and returned to the status of authorized but unissued shares of Blank Check Preferred Stock.

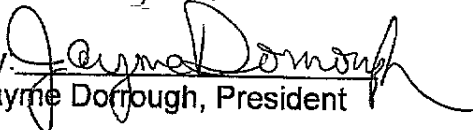
8. Taxes. This Corporation will pay all taxes (other than taxes based upon income) and other governmental charges that may be imposed with respect to the issue or delivery of shares of Class C Preferred Stock and Common Stock upon conversion of shares of Class C Preferred Stock, excluding any tax or other charge imposed in connection with any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of Class C Preferred Stock so converted were registered.

FURTHER RESOLVED, unless otherwise amended by these Articles of Amendment, all other provisions of Article III Capital Stock of the Corporation's Articles of Incorporation, as amended, shall remain in full force and effect.

The foregoing resolutions and articles of amendment were adopted by the Board of Directors of the Corporation pursuant to a written consent of the sole director of the Corporation dated August 5, 2002, and by the holder of a majority of the Corporation's issued and outstanding voting securities which represented the minimum number of votes which would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote thereon were present and voted acting by written consent dated August 5, 2002, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of August 26, 2002.

TECHLABS, INC.

By: 
Jayne Dorrrough, President