



CELLTRAX, INC.

P98000060568

June 29, 2000

Department of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-07/03/00--01096--006
*****52.50 *****52.50

Dear Sirs,

Enclosed, please find the Article of Amendment to Articles of Incorporation for CellTrax, Inc., Corporation Number: P98000060568. Also enclosed is check #2224 in the amount of \$52.50 for the above-mentioned purpose. This includes \$35.00 filing fee, \$8.75 for a certified copy of the amendment and \$8.75 for a certificate of status.

Thank You,

Linda N. Dugan

CellTrax, Inc.

Enclosures (2)

FILED
00 JUL -3 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
06
7-13

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CELLTRAX, INC.

FILED
00 JUL -3 PM 2:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1003 of the Florida Business Corporation Act, the undersigned President of CellTrax, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Articles of Amendment to the Articles of Incorporation, as amended, of the Corporation:

I.

The name of the Corporation is CellTrax, Inc.

II.

The Articles of Incorporation of the Corporation shall be amended by deleting Article III thereof in its entirety and substituting the following in lieu of Article III:

"III - CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have the authority to issue is Ten Million (10,000,000) shares of common stock, all of which are to have a par value of One Cent (\$.01) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares."

III.

The amendment set forth in Article II of these Articles of Amendment was adopted by the Board of Directors of the Corporation on May 24, 2000.

IV.

The amendment set forth in Article II of these Articles of Amendment was duly approved by the shareholders of the Corporation on May 24, 2000.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by a duly authorized officer of the Corporation, on this 27th day of June, 2000.

CELLTRAX, INC.

By: Rodney B. Bent
Name: Rodney B. Bent
Title: Chairman