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BASIC AMENDMENT

SHORTGRASS TECHNOLOGIES, INC.

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF SHORTGRASS TECHNOLOGIES, INC.**

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Pursuant to the provisions of Sections 607.1003 and 607.1006, Florida Statutes, the undersigned being the President of **SHORTGRASS TECHNOLOGIES, INC.**, does hereby adopt the following amendment to the Articles of Incorporation of **SHORTGRASS TECHNOLOGIES, INC.** and does hereby certify as follows:

1. The name of the corporation is **SHORTGRASS TECHNOLOGIES, INC.**
2. Pursuant to a vote of the Board of Directors, the Articles of Incorporation are Amended as follows:

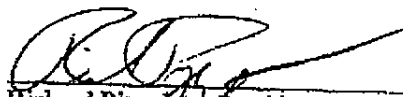
**"ARTICLE III
AUTHORIZED SHARES**

The maximum number of shares of stock authorized to be issued by the Corporation is 10,000,000 shares of capital stock, all of which shares shall be common shares with a par value of \$.01 and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service or any other legal form of consideration."

3. The foregoing Amendment was adopted by the shareholders of the corporation on June 27, 2000, by written consent.

4. The above Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of June, 2000.


Richard Pizzolato, President
SHORTGRASS TECHNOLOGIES, INC.

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