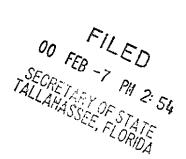
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF MAXWELL TECHNOLOGIES, INC.



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

FIRST: ARTICLE IV. The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be changed from 1,000,000 shares of Common Stock, par value \$.001 per share to 100,000,000 shares of Common Stock, par value \$.0001 per share, and 500,000 shares of Preferred Stock, par value \$.001 per share shall be changed to 50,000,000 shares of Preferred Stock, par value \$.0001 per share. Series of Preferred stock may be created and issued from time to time, with such designation, 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 preferred stock as adapted by the Board of Directors pursuant to the authority in original ARTCILES OF INCORPORATION.

SECOND: The date of each amendment's adoption: January 12, 2000

THIRD: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this day of January, 2000
Signature: Ahman Hornan, pro.
Ahmad Moradi, Ph.D. C.D.P. President, Director
Signature: South & Son
Bob Kelner, Director Signature: William E. Jessey Dir
Bill Tessaro, Director