



THE UNITED STATES
CORPORATION
COMPANY

P990000019936

ACCOUNT NO. : 072100000032

REFERENCE : 153120 7178365

AUTHORIZATION : *Patricia Pyjunt*

COST LIMIT : \$ 35.00

ORDER DATE : March 2, 1999

ORDER TIME : 2:30 PM

ORDER NO. : 153120-065

CUSTOMER NO: 7178365

CUSTOMER: Mr. Fred E. Morgenstern
Mr. Fred E. Morgenstern
3840 West Hillsboro Boulevard
Suite #206
Deerfield Beach, FL 33442

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FILED
99 MAR 29 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: INTERLOGIXX VENTURES, INC.

400002822514--8

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens
EXAMINER'S INITIALS: *1002*
3/30/99

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE III of the Articles of Incorporation of
INTERLOGIXX VENTURES, INC. shall be amended to read as
follows:

ARTICLE III. CAPITAL STOCK

The aggregate number of shares of common stock which this
corporation shall have the authority to issue is 50,000,000
shares at par value of \$.001 per share.

The common stock of the corporation, when issued and then
outstanding, shall be entitled to vote 100% of the stockholder voting
rights. Each holder of common stock shall be entitled to 1 vote for
each share of common stock held.

The Board of Directors has the authority, without any vote or
action by the Stockholders, to issue Preferred Stock in one or more
series and to fix the designations, preferences, rights,
qualifications, limitations and restrictions thereof, including the
voting rights, dividends rights, dividend rate, conversion rights,
terms of redemption, including sinking fund provisions, redemption
price or prices, liquidation preferences and number of shares
constituting any series.

There shall be no cumulative voting by shareholders.

The shareholders shall have no preemptive rights to acquire any

shares of the corporation.

The common stock of the corporation after the amount of the subscription price has been paid in shall not be subject to assessment to pay the debts of the corporation.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 29th day of March, 1992.

CORPORATION SERVICE COMPANY/INCORPORATOR

Deborah D. Skipper

It's Agent, Deborah D. Skipper

MSN