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Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

STANFIELD EDUCATIONAL ALTERNATIVES, INC.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 11, 2000

STANFIELD EDUCATIONAL ALTERNATIVES, INC.
1121 7TH AVENUE
VERO BEACH, FL 32960

SUBJECT: STANFIELD EDUCATIONAL ALTERNATIVES, INC.
REF: P99000026207

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FAX Aud. #: H00000001375
Letter Number: 200A00001398

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STANFIELD EDUCATIONAL ALTERNATIVES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On January 7, 1999, the Board of Directors of Stanfield Educational Alternatives, Inc. passed a resolution, wherein it recommended to the Shareholders of the Corporation that Article I of the Articles of Incorporation be amended, and thereafter the Shareholders, on January 7, 2000, approved said Amendment. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.1006.

1. The name of the corporation is **STANFIELD EDUCATIONAL ALTERNATIVES, INC.**

2. Article I of the articles of incorporation of **STANFIELD EDUCATIONAL ALTERNATIVES, INC.** was amended as follows:

ARTICLE 1. Name

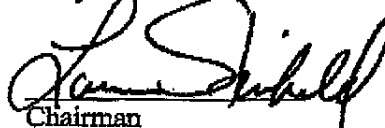
The name of this corporation is:

INNOVATIVE TECHNOLOGY SYSTEMS, INC.

3. The foregoing amendment to articles of incorporation was duly adopted by the SHAREHOLDERS on January 7, 2000 and the number of votes cast for the amendment was sufficient for approval.

In witness whereof, the undersigned Chairman of this corporation has executed these articles of amendment on January 10, 2000

Stanfield Educational Alternatives, Inc.
Larry Stanfield


Chairman

Prepared By:
L. Van Stillman, Esq.
1177 George Bush Blvd.
Delray Beach, FL 33483
(561) 330-9903
Fla. Bar Number: 165520

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