

P99 000034595  
*Law Offices*  
*Lamont & Neiman, P.A.*

ROBERT S. LAMONT  
JAN S. NEIMAN  
A. STEPHEN KOTLER  
ELLEN BETH BELLET

Reply to: Miami Office

August 30, 1999

Florida Department of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Smartcell Technologies, Inc.  
a Florida corporation

MIAMI OFFICE  
ONE BISCAYNE TOWER • SUITE 3550  
TWO SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
(305) 530-9400  
FAX (305) 530-9409

BOCA RATON OFFICE  
980 NORTH FEDERAL HIGHWAY  
SUITE 440  
BOCA RATON, FLORIDA 33432  
(561) 391-1266  
MIAMI LINE (305) 358-5710

400002978624--7  
-09/03/99-01079-015  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Madam/Sir:

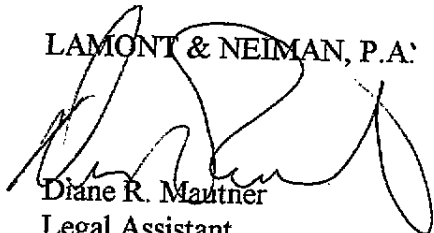
Enclosed for filing, please find an original and copy of Articles of Amendment to the Articles of Incorporation of Smartcell Technologies, Inc.

Also enclosed please find our cost check of \$43.75.

Please return to us a certified copy of the Articles of Amendment. A pre-addressed stamped envelope is enclosed.

Very truly yours,

LAMONT & NEIMAN, P.A.

  
Diane R. Mautner  
Legal Assistant  
enc.

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FILED  
99 SEP -3 PM 12:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Diane Authorized to  
President's name by his  
signature.*

*Amend  
hff 9-16-99*

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
**SMARTCELL TECHNOLOGIES, INC.**  
a Florida corporation

FILED  
99 SEP -3 PM 12: 17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the applicable Florida Statutes, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

- (1) Article 7 of the Articles of Incorporation is deleted in its entirety and in its place and stead shall be the following Article 7.

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The Corporation is authorized to issue and have outstanding at any one time capital stock as follows:

- A) 7500 shares of Class A Voting Common Stock, having a par value of \$1.00 per share.
- B) 7500 shares of Class B Non-Voting Common Stock, having a par value of \$1.00 per share.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

All of said shares (without regard to class) shall have equal preferences, limitations and relative rights, including rights to distribution and liquidation proceeds, except that with respect to all matters coming before the shareholders for a vote of the shareholders (a) holders of Class B Common Stock shall not be entitled to vote, individually or as a Class, (b) a holder of Class A Common Stock shall be entitled to cast one vote per share of Class A Common Stock held. Other than voting rights there shall be no other difference in the Class A Common Stock and the Class B Common Stock.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature.

- (2) The foregoing amendment was approved by a sufficient number of shareholders in every voting group entitled to vote on the amendment.
- (3) The foregoing Amendment was adopted by the Board of Directors and Shareholders of the corporation on the 26th day of August, 1999.

SMARTCELL TECHNOLOGIES, INC.

By: [Signature]  
President, Ruben A. Goldstein

Attest: [Signature]  
Secretary

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Ani G. Cavada