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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN E. BLANCK
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P99000042471
September 8, 1999

Secretary of State of Florida
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

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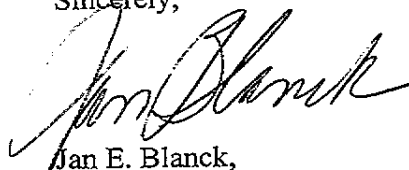
Re: XSTREAM Technologies, Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment to the Articles of Incorporation of Xstream Technologies, Inc., a Florida corporation. Also enclosed is our check in the amount of \$43.75 in payment of filing fees and a certified copy of the amendment. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Troy Rillo

cc: Troy Rillo, Esq.

Amend

V. SHEPARD SEP 17 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF XSTREAM TECHNOLOGIES, INC., A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, XSTREAM TECHNOLOGIES, INC., a Florida corporation (the "Corporation"), hereby adopts the following amendment to its Articles of Incorporation:

ARTICLE V

CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to issue is Ten Million (10,000,000) shares of Common Stock having a par value of \$.001 per share.

In accordance with Section 607.1003 of the Act, the foregoing amendment to the Articles of Incorporation was adopted by unanimous written consent of the sole shareholder and sole director of the Corporation dated August 4, 1999, and therefore, the number of votes cast in favor of the amendment was sufficient for its approval.

**XSTREAM TECHNOLOGIES, INC.,
a Florida corporation**

By: *Robert DiMarco, Sr.*
Robert DiMarco, Sr., CEO

Date: August 4, 1999