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April 4, 2000

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

**RE: Amendment to Articles of Incorporation
Innovate USA, Inc., a Florida corporation**

Dear Sir:

Enclosed please find an original and one copy of Amendment to Articles of Incorporation changing the name of the above referenced corporation to **Scorpion Technologies, Inc.**

Also enclosed is our check in the amount of \$35.00. We would appreciate it if you would forward verification of filing of the Amendment to our office.

Thank you for your cooperation in this matter.

Sincerely,

Victor S. Kostro
VICTOR S. KOSTRO

VSK:pip
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
INNOVATE USA, INC.**

I, James Williston, President of INNOVATE USA, INC., a Florida corporation, do hereby certify to the Secretary of State, State of Florida, that on the 1st day of APRIL, 2000, the following resolution was approved by a greater than majority of the shareholders entitled to vote, said number of votes cast being sufficient for approval of the Amendment, by Written Consent In Lieu of Meeting, pursuant to the provisions of Florida Statutes, Section 607.0704, and direct that this Consent be incorporated into the Minute Book of the corporation:

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of INNOVATE USA, INC., the said Articles of Incorporation are hereby amended by altering Article I in its entirety, so as to read as follows:

**ARTICLE I
NAME**

"The name of this corporation shall be SCORPION TECHNOLOGIES, INC., located at 2550 Palm Bay Road, Suite 211, Palm Bay, Florida 32905."

I DO HEREBY CERTIFY that said resolution has not been altered, amended, or rescinded, and that it is in full force and effect this 1 day of APRIL, 2000.

By: 
JAMES WILLISTON, President

FILED
00 APR -5 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA