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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Baport Technologies Inc.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. COULLETTE OCT 07 1999

Ordered By: _____

Date: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BAPORT TECHNOLOGIES, INC.

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1. Article 4 of the Articles of Incorporation of Baport Technologies, Inc. shall be amended to read as follows:

Article 4
SHARES

The aggregate number of shares which the corporation shall have authority to issue is 20,000,000 shares of common voting stock having a par value of \$.0016 per share.

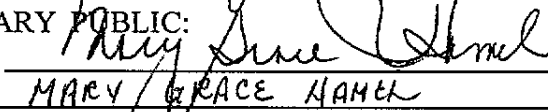
The foregoing amendment was adopted by the shareholders of the corporation as of September 20, 1999. The number of votes cast for this amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned president of the corporation has executed these Articles of Amendment on September 20, 1999.

 - President
Greg J. Farbolin, President

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 20th day of September 1999, by Greg J. Farbolin, as President of Baport Technologies, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:
Sign: 
Print: MARY GRACE HAMEL

State of Florida At Large
(Seal)

My Commission Expires: 4-18-2000

Title/Rank: Notary
Commission Number: CC 548792

