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Please file in accordance with your telephone conversation with Doug Gonano, copies of the Shareholder Consent and Board Consent adopting the Articles of Amendment are enclosed should you need them. Please obtain a certificate certifying the filing of the Amendment and return the same to my office by Federal Express.

FILED
00 AUG - 8 PM 2:45
CLERK OF COURT
JACKSONVILLE, FLORIDA

Please call Eddy at
Candless & Parsons for pickup
681-0311

Amend
8-8-00
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 AUG - 8 AM 11:18

RECEIVED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FUZION TECHNOLOGIES, INC.**

FILED
00 AUG -8 PM 2:45
CLERK OF DISTRICT COURT
JALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: THAT ARTICLE III BE AMENDED TO READ AS FOLLOWS:

**“ARTICLE III
CAPITAL STOCK**

The total number of shares of stock which the Corporation shall have authority to issue is 120,000,000 shares, of which 100,000,000 shares shall be Common Stock having a par value of \$.001 per share (the "Common Stock") and 20,000,000 shares shall be Preferred Stock having a par value of \$.001 per share (the "Preferred Stock").

(1) Terms of Preferred Stock. The Board of Directors shall have authority to issue the Preferred Stock from time to time in one or more series and to determine in the resolution or resolutions providing for the issuance of shares of Preferred Stock in series, the following:

- (i) The number of shares which will constitute such series and the designation of such series;
- (ii) The voting powers, full or limited, of such series or that such series shall have no voting power;
- (iii) The rate of dividends payable on such series, the time or times when such dividends will be payable, the preference to, or any relation to, the payment of dividends to any other class or series of stock and whether the dividends will be cumulative or non-cumulative;
- (iv) Whether the shares of such series shall be redeemable and, if redeemable, whether such shares shall be redeemable at the option of the Corporation or the holder of such shares or upon the happening of a specified event, the rate or rates or the price or

prices at which a redemption shall take place with such adjustment as shall be provided and any other terms or conditions of any redemption;

(v) Whether there shall be a sinking or similar fund for the redemption or purchase of shares and, if so, the terms and provisions which will govern such fund;

(vi) The rights of the holders of shares upon the liquidation, dissolution or any distribution of the assets of the Corporation;

(vii) The rights, if any, of holders of shares, to convert such shares into, or to exchange such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, the price or prices or rate or rates of exchange with such adjustments as shall be provided at which such shares shall be convertible or exchangeable, whether such rights of conversion or exchange shall be exercisable at the option of the holder of the shares or the Corporation or upon the happening of a specified event, and any other terms or conditions of such conversion or exchange; and

(viii) Any other preferences, powers and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of such shares.

(2) Adjustment of Authorized Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the Corporation that is entitled to vote without a class vote of the Preferred Stock, or any class or series thereof, except as may be otherwise provided in the resolution or resolutions fixing the voting rights of such class or series."

SECOND: THAT NEW ARTICLES XV AND XVI BE INSERTED TO READ AS
FOLLOWS: =

"ARTICLE XV
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XVI
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions."

THIRD: The date of the adoption of the amendment by the Board of Directors and Shareholders was August 4, 2000.

FOURTH: Adoption of Amendment

The foregoing amendment was approved and adopted by the Corporation's Shareholders representing a majority of the Corporation's issued and outstanding shares pursuant to a written consent dated August 4, 2000.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury, this 4th day of August, 2000.

By: _____

Name: David L. Frank

Title: President