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BASIC AMENDMENT
APPLIED PHOTONICS, INC.

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Certificate of Status	0
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Page Count	01
Estimated Charge	\$43.75

Amendment

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
APPLIED PHOTONICS, INC.**

Pursuant to the requirements of Sections 607.1002 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Articles of Incorporation of Applied Photonics, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on September 28, 1999:

1. All the members of the Board of Directors of the Corporation have unanimously voted to amend Section 1 of Article V of the Articles of Incorporation of the Corporation to provide that the Corporation's Common Stock shall have a par value of \$0.001 per share. Therefore, the Corporation hereby amends Section 1 of Article V, Capital Stock, of the Articles of Incorporation to read as follows:

"1. Number and Class of Shares Authorized; Par Value.

This Corporation is authorized to issue Ten Million (10,000,000) shares of voting common stock, having par value of \$0.001 per share, which shall be designated Common Stock."

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

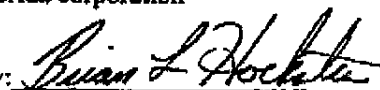
3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors of the Corporation without shareholder action on the 28th day of February, 2001. Shareholder action was not required pursuant to Section 607.1002(7), Florida Statutes.

DATED this 28th day of February, 2001.

****CORPORATE SEAL****

APPLIED PHOTONICS, INC., a
Florida corporation

By:



Brian L. Hockstra
President and Director