

THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

STEVEN C. ELKIN
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September 28, 2001

Via Federal Express
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

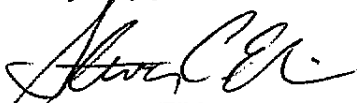
Re: Iteq Corp. - Article of Amendment
File No. 7896.000

Dear Sir/Madam:

Enclosed for filing please find Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, as well as our firm's check in the amount of \$35.00 representing the fee therefor. Please file the Articles and return a copy to me containing your "filed" stamp. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,


Steven C. Elkin
For the Firm

SCE/ajl
Encl.

cc: Ms. Asha Massop (w/o encl., via fax)

RECEIVED
01 OCT 11 PM 12:42
DIVISION OF CORPORATIONS

Amend.
Spayre
10/11/01

FILED
01 OCT 11 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
ITEQ CORP.**

FILED

01 OCT 11 PM 3:49

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The following provisions of the Articles of Incorporation of ITEQ Corp., a Florida corporation (the "Corporation"), filed with the Department of State on November 1, 1999, document number P99000096482, be and they are hereby amended as shown below:

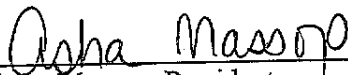
Article III of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 22,500 shares.

The foregoing amendments were adopted by a Consent Action of the Shareholders and Board of Directors of this Corporation, dated the 20th day of September, 2001. The number of votes cast by the shareholders and the directors in favor of the foregoing amendment was sufficient to approve the foregoing amendment.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 20th day of September, 2001.


Asha Massop, President

Prepared By: Steven C. Elkin, Esq.
Bar No.: 712566
Frank, Weinberg & Black, P.L.
7805 S.W. 6th Court
Plantation, FL 33324
(954) 474-8000

Itaq/7896.000/articles of amendment