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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -2 AM 9:17

May 31, 2000

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100003274721--3
-06/02/00--01051--006
*****87.50 *****43.75

Attn: Filing Section

Re: NowVision Corporation

Dear Sir/Madam:

Enclosed please find for filing Articles of Amendment to the Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$87.50, covering the various fees incident to the filing of the Articles of Amendment to the Articles of Incorporation. Please send a certified copy of the Articles of Amendment to my attention at the above address.

Thank you for your cooperation.

Sincerely,

EBK/Kog
Edwin B. Kagan

EBK/
Enclosures
cc: M. Yenigues

Amend.

V. SHEPARD JUN 12 2000

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

NOWVISION CORPORATION

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of **NOWVISION CORPORATION** (the "Corporation") shall be amended as follows:

1. **ARTICLE III. SHARES** of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

ARTICLE III. CAPITAL STOCK

A. **Authorized Capital:** The aggregate number of shares which the Corporation shall have the authority to issue shall be: (i) Eighty Million (80,000,000) shares of Common Stock, having a par value of \$.0001 per share, and (ii) Twenty Million (20,000,000) shares of Preferred Stock, having a par value of \$.0001 per share.

B. **Preferred Stock.** The shares of Preferred Stock may be issued by the Corporation in one or more series. The Board of Directors of the Corporation is vested with authority to determine the designations and the preferences, limitations, relative rights, and voting rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to the Articles of Incorporation of the Corporation determining the terms of such series, which amendment need not be approved by the shareholders or the holders of any class or series of shares except as provided by law.

2. **ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS** of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

ARTICLE IV. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the Registered Office of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

3. A new Article is hereby added to the Articles of Incorporation of the Corporation to read as follows:

ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

4. A new Article is hereby added to the Articles of Incorporation of the Corporation to read as follows:

ARTICLE VII. BYLAWS

The Board of Directors of the Corporation shall have the power to adopt, alter, amend or repeal Bylaws for the Corporation, subject to repeal or change by action of the shareholders.

5. A new Article is hereby added to the Articles of Incorporation of the Corporation to read as follows:

ARTICLE VIII. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation of the Corporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

The foregoing amendments to the Articles of Incorporation of the Corporation were approved and adopted by the sole director of the Corporation and by the stockholders of the Corporation entitled to vote on the amendments on the 31st day of May, 2000. The number of votes cast for the amendments was sufficient for approval

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation of the Corporation this 1st day of June, 2000.

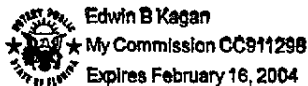
NOWVISION CORPORATION

By:

Michael J. Yenigues
President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of June, 2000, by Michael J. Yenigues, as President of NowVision Corporation.



EBKagan
NOTARY PUBLIC

My Commission Expires:

Personally known ✓ or Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

6/1/00
Date

EBKagan
Edwin B. Kagan
Registered Agent