

S16049

(Requestor's Name)

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(City/State/Zip/Phone #)

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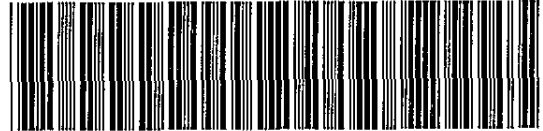
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DIVISION OF CORPORATION

Ames + N.C.
C. Coulliette MAY 09 2003



CORPORATION SERVICE COMPANY"

ACCOUNT NO. : 072100000032

REFERENCE : 084130 7356838

AUTHORIZATION : *Patricia Pizute*

COST LIMIT : \$ 43.75

ORDER DATE : May 7, 2003

ORDER TIME : 10:20 AM

ORDER NO. : 084130-005

CUSTOMER NO: 7356838

CUSTOMER: Ms. Patty Jones
Smith, Gambrell & Russell Llp
Suite 2200
50 North Laura Street
Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME: DUO ENGINEERING (USA), INC.

EFFECTIVE DATE: MAY 1, 2003

XX ARTICLES OF AMENDMENT

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret -- EXT# 1149

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 7, 2003

CSC
ATTN: KIMBERLY
TALLAHASSEE, FL

SUBJECT: DUOS ENGINEERING (USA), INC.
Ref. Number: S16049

RESUBMIT
Please give original
submission date as file date.

We have received your document for DUOS ENGINEERING (USA), INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following: ≈ 43.75

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 003A00028347

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
DUOS ENGINEERING (USA), INC.**

Pursuant to the provisions of §607.1003, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is DUOS ENGINEERING (USA), INC.
2. The Articles of Incorporation were amended by the following resolutions, which were adopted by the Shareholders and Directors of the corporation effective May 1, 2003, in the manner prescribed by the Florida General Corporation Act:

BE IT RESOLVED, that the name of the corporation shall be DUOS TECHNOLOGIES, INC.

BE IT FURTHER RESOLVED, that the Articles of Incorporation are hereby amended and restated to read in their entirety as set forth in Exhibit A attached hereto and by this reference incorporated herein.

3. The number of votes cast by the shareholders of this corporation was sufficient for approval of the amendment. This corporation has only one class of stock, and only one voting group was entitled to vote on the amendment.

DATED: May 1, 2003.

DUOS ENGINEERING (USA), INC.


By: 
Its: Chairman
Gianni B. Arcaini

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DUOS TECHNOLOGIES, INC.**

**Article I
Name**

The name of the corporation is Duos Technologies, Inc., and the address of the principal office and mailing address of the corporation is at 6622 Southpoint Drive South, Suite 310, Jacksonville, Florida 32216.

**Article II
Duration**

This corporation shall exist perpetually.

**Article III
Nature of Business**

This corporation is organized for the purpose of transacting any or all lawful business.

**Article IV
Capital Stock**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten million (10,000,000) shares of common stock having no par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

**Article V
Registered Office and Agent**

The street address of the registered office of this corporation is Smith, Gambrell & Russell, LLP, 50 North Laura Street, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael A. Walters.

Article VI **Directors**

(a) **Number.** This corporation has five (5) directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Removal; Vacancies.** Directors may be removed, and vacancies on the board of directors may be filled, only by holders of not less than seventy percent (70%) of all outstanding shares of the corporation entitled to vote, or by not less than seventy percent (70%) of the number of directors then fixed by these bylaws.

(c) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII **Bylaws**

The initial bylaws of this corporation shall be adopted, altered, amended or repealed from time to time by either holders of not less than seventy percent (70%) of all outstanding shares of the corporation entitled to vote, or by not less than seventy percent (70%) of the number of directors then fixed by the bylaws, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

Article VIII **Shareholders**

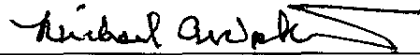
(a) **Special Meetings.** Special meetings of the shareholders may be called by the chairman, president, the board of directors, or by the holders of not less than twenty-five percent (25%) of all outstanding shares of the corporation entitled to vote at the meeting.

(b) **Quorum.** The presence, represented in person or by proxy, of not less than seventy percent (70%) of the shares entitled to vote, shall constitute a quorum at any meeting of shareholders.

Article IX **Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.

A handwritten signature in cursive script, appearing to read "Michael Walters", is written over a horizontal line.

Michael A. Walters

Dated: May 1, 2003