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BASIC AMENDMENT

HOLOGRAPHIC DIMENSIONS OF MIAMI, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 17, 1999

HOLOGRAPHIC DIMENSIONS OF MIAMI, INC.  
7503 N.W. 36TH STREET  
MIAMI, FL 33166US

SUBJECT: HOLOGRAPHIC DIMENSIONS OF MIAMI, INC.  
REF: S66085

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 16, 1999

HOLOGRAPHIC DIMENSIONS OF MIAMI, INC.  
7503 N.W. 36TH STREET  
MIAMI, FL 33166US

SUBJECT: HOLOGRAPHIC DIMENSIONS OF MIAMI, INC.  
REF: S66085

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Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HOLOGRAPHIC DIMENSIONS OF MIAMI, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Kevin G. Brown, President and Director of HOLOGRAPHIC DIMENSIONS OF MIAMI, INC., a Florida corporation, organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is HOLOGRAPHIC DIMENSIONS OF MIAMI, INC., document number S66085.

2. The following provisions of the Articles of Incorporation of the Corporation are amended in the following particulars:

ARTICLE FIRST is deleted and replaced with the following:

FIRST: The name of the Corporation is Holographic Dimensions, Inc.

ARTICLE THIRD is deleted and replaced with the following:

THIRD: The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 50,000,000 shares of common stock, par value \$.001 per share (the "Common Stock"); and 5,000,000 shares of preferred stock, par value \$.001 per share (the "Preferred Stock").

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Articles.

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THIS DOCUMENT PREPARED BY:  
MARCUS BODET, ESQUIRE  
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201 S. Biscayne Boulevard, Suite 3000  
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3. The foregoing Amendment was adopted on December 14, 1999, by unanimous written consent of the Corporation's Director pursuant to Section 607.0821 of the Florida Statutes and was approved by the sole shareholder of the Corporation owning all of the issued and outstanding common stock, by written consent pursuant to Section 607.0704 of the Florida Statutes.

4. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned President and Director of the Corporation has executed this Article of Amendment this 14<sup>th</sup> day of December, 1999.

**HOLOGRAPHIC DIMENSIONS OF  
MIAMI, INC., a Florida corporation**

By: 

Kevin G. Brown, President

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