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JACK MARTIN COE

**OF COUNSEL
SCOTT A. SILVER
FREDRIC M. GARVETT**

July 8, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed please find Articles of Amendment of Voice Pilot Technologies, Inc., a Florida Corporation as well as a check in the amount of \$35.00 as a filing fee for said Articles.

If you have any questions, please contact me at the above address.

Very truly yours,

LAW OFFICE OF JACK MARTIN COE


JACK MARTIN COE
as General Counsel for
the Corporation

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\$35.00 \$35.00

JMC:bc
Enclosures
cc: Voice Pilot Technologies, Inc.

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97 JUL 11 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Doc 7/1/0

Amend.

**ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF VOICE PILOT TECHNOLOGIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section §607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

AMENDMENT ADOPTED:

Article IV of the Articles of Incorporation be amended to read in its entirety as follows:

AUTHORIZED SHARES: The aggregate number of shares which the Corporation is authorized to issue is forty million (\$40,000,000) shares of capital stock. Such shares shall be of a single class, and shall have a par value of one tenth of one cent (\$.0001) per share.

This Amendment was adopted on: June 30, 1997.

The Amendment was recommended by the Board of Directors and was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 30 day of June, 1997.



DAVID SLACHTER
President