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JACK MARTIN COE

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April 25, 2000

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

RE: Articles of Amendment to the Articles of Incorporation of

Voice Pilot Technologies, Incorporated

900003226549--9

Dear Sir/Madam:

Enclosed, please find Articles of Amendment of Voice Pilot Technologies, Inc., a Florida corporation, as well as our 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 OFFICES OF JACK MARTIN COE

JACK MARTIN COE

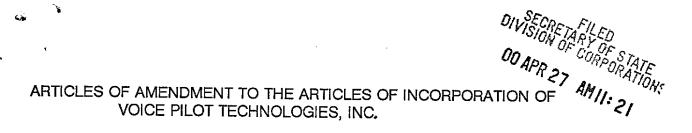
As General Counsel for the Corporation

JMC:It

Enclosure

David Slachter, President

Amend



Pursuant to the provisions of Section §607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to it's Articles of Incorporation:

AMENDMENT ADOPTED:

Article VII of the Articles of Incorporation be amended to read in it's entirety as follows:

The business of the corporation shall be managed by a Board of Directors consisting of three members.

This Amendment was adopted on April 12, 2000.

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

Signed this 2000.

DAVID SLACHTER

President