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LAW OFFICES OF
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 DEC 13 AM 11:50

December 10, 2001

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Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, Florida 32399
Post Office Box 6327
Tallahassee, Florida 32301

RE: INTERNATIONAL LOCATOR, INC

Dear Sir:

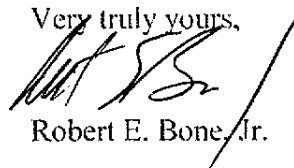
Enclosed herewith is the original of the Articles of **Amend.** of the above referenced company, together with a check in the amount of \$43.75, said check allocated as follows:

\$35.00 filing fee
\$8.75 certified copy

Pleas file the Articles of **Amend.**

Thank you for your cooperation in this matter.

Very truly yours,


Robert E. Bone, Jr.

REBjr/
Enclosure

Amend.

V. SHEPARD DEC 19 2001

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
INTERNATIONAL LOCATOR, INC.**

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Pursuant to the provisions of Section 607.181 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is INTERNATIONAL LOCATOR, INC.
2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors and all of the stockholders of the Corporation eligible to vote by the execution of a written statement manifesting their intention that such amendment be adopted, dated the 7th day of November, 2000, in the manner prescribed by Section 607.181(3) of the Florida General Corporation Act:

Article III. CAPITAL STOCK of the Articles of Incorporation is amended to read as follows:

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,000 shares divided into two classes of voting and non-voting stock having \$0.01 par value per share. The total number of voting shares authorized is 1,000 shares. The total number of non-voting shares authorized is 1,000 shares.

The nature and extent of the preferences, rights, privileges and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

(a) The holders of common voting stock shall have exclusive voting power on all corporate matters, including election of Directors, adoption of Bylaws, approval of Minutes, determination of taxable status of the corporation, corporation business policies, procedures and contracts, amendments to the Articles of Incorporation and Bylaws, merger, consolidation and sale of the business of the corporation or of the corporation itself, determination of dividends, and all other corporate matters and functions, but not limited thereto.

(b) The holders of the common non-voting stock shall be entitled to receive the surplus or net profits or dividends arising from the operation and business of the corporation as determined periodically by the Board of Directors.

(c) The profits of the corporation are dedicated to and owned by the shareholders of the common non-voting stock. All assets of the corporation are dedicated to and owned by the shareholders of the common non-voting stock.

3. The foregoing Amendment(s) shall become effective and the Articles of Incorporation shall be deemed to be amended thereby upon the filing of these Articles of Amendment by the Department of State.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its President and Secretary on this 8th day of November, 2000.

Each Amendment set forth in these articles of amendment was ratified unanimously by the shareholders on November 8, 2000.

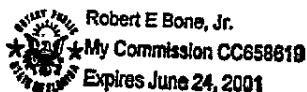
By: 
Troy Dunn, President

And By: 
Troy Dunn, Secretary

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 8th day of November, 2000 by Troy Dunn as President of International Locator, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or who has produced _____ as identification and who did (did not) take an oath.

My Commission Expires:




Print Name: **ROBERT E. BONE, JR.**
Notary Public