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September 4, 1997

Our File No.: 8832-1

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-09/08/97--01122--001
*****35.00 *****35.00

Re: Infrared Service Corporation

Dear Sir:

Enclosed are the original and one (1) copy of the Articles of Amendment to Articles of Incorporation for Infrared Service Corporation.

Please file the Articles of Amendment to Articles of Incorporation, indicate the filing on the enclosed copy, and return the copy to the undersigned.

A check is also enclosed in the total amount of \$35.00 to cover the filing fee.

Sincerely,

Barbara S. Buchanan
Barbara S. Buchanan
Paralegal

BSB:vlh
Enclosures

BSB\INFRARED\CORR\SECTYST.1

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FILED
97 SEP -8 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INFRARED SERVICE CORPORATION

FILED
97 SEP -8 AM 7:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INFRARED SERVICE CORPORATION, a Florida corporation (the "Corporation"), hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Article III, Capital Stock is here deleted in its entirety and in its place and stead is inserted a new article III, Capital Stock, which shall read as follows:

"ARTICLE III - Capital Stock

The number of shares of common stock that this Corporation is authorized to have outstanding at any one time is 20 million shares, \$.001 per share par value (the common stock). The consideration to be paid for each share of common stock shall be fixed by the board and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the corporation with a value, in the judgment of the directors, equivalent to or greater to the full value of the shares.

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

3. The Amendment to the Articles of Incorporation was adopted by the Corporation on August 29, 1997, pursuant to the recommendation by the Board of Directors of the Corporation to the Shareholders of the Corporation and approved by the Shareholders of the Corporation on August 29, 1997 by written consent of the holders of the majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 29th day of August, 1997.

INFRARED SERVICES CORPORATION

By: James D. Schivley
James D. Schivley, President