



4915 West Cypress Street
Suite 110
Tampa, FL 33607

Phone (813) 286-2929
FAX (813) 287-0408

August 12, 1997

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

000002266780--2
-08/14/97--01037--022
*****35.00 *****35.00

Please find enclosed our Articles of Incorporation Amendment, as well as a check for \$35.00.

Sincerely,

A handwritten signature in black ink, appearing to read "Jay Rip Wolfington".

Jay "Rip" Wolfington
Vice President Strategic Development

JRW/wd
Enclosures (2)

FILED
97 NOV 26 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

Joe 11/26



4915 West Cypress Street
Suite 110
Tampa, FL 33607

Phone (813) 286-2929
FAX (813) 287-0408

November 10, 1997

Teresa Brown
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Letter Number : 297A00042293

Dear Ms. Brown:

The attached change to the Articles of Incorporation of Innovative Systems & Technologies Corporation was adopted by the Board of Directors. It is not necessary to have shareholder approval of this change as each shareholder's percentage interest in the Corporation will not be affected by the change. Please call if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Jay 'Rip' Wolfington".

Jay "Rip" Wolfington
Corporate Counsel

JRW/wd
Encls.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 21, 1997

JAY WOLFINGTON
INNOVATIVE SYSTEMS AND TECHNOLOGIES CORP
4915 W. CYPRESS STREET, SUITE 110
TAMPA, FL 33607

SUBJECT: INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION
Ref. Number: V41724

We have received your document for INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 297A00042293



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 13, 1997

JAY WOLFINGTON
INNOVATIVE SYSTEMS AND TECHNOLOGIES CORP
4915 W. CYPRESS STREET, SUITE 110
TAMPA, FL 33607

SUBJECT: INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION
Ref. Number: V41724

We have received your document for INNOVATIVE SYSTEMS AND TECHNOLOGIES CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 197A00054539

*Dear Ms. Brown 11/18/97.
Please find enclosed
the requested
changes.
Thank you
Jay Wolfington
(813) 286-2929.*

Articles of Amendment
Innovative Systems^{and} Technologies Corporation

FILED
97 NOV 26 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

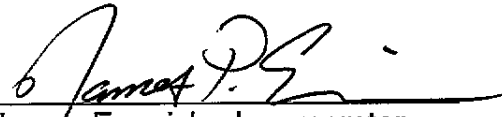
To: The Florida Department of State

The undersigned as incorporator of Innovative Systems and Technologies Corporation, adopted the below-detailed amendments to the Articles of Incorporation at the Incorporator Meeting held on February 7, 1997. The incorporator made such amendments prior to the issuance of any additional shares of stock in the above-named corporation. This change was made without shareholder approval, and shareholder action is not necessary for this change as each shareholder's percentage interest in the Corporation will stay the same. The adopted amendments to the Articles of Incorporation are as follows:

1. Article IV, "This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Stock". please amend to: "This corporation is authorized to issue ten million (10,000,000) shares of stock."

The effective date of the amendment is November 18, 1997.

EXECUTED ON: November 18, 1997


James Emerick - Incorporator