

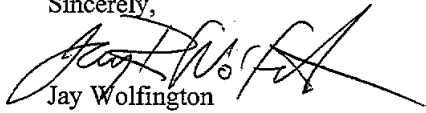
September 12, 2001

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-09/14/01--01076--007
*****35.00 *****35.00

Please find enclosed a check for \$35.00 for the attached Articles of Amendment to the Articles of Incorporation of Innovative Systems and Technologies Corporation. This change to the Articles of Incorporation was adopted by 88.5% (eighty-eight and one half percent) of the total authorized shares of the Corporation, which is far above the majority or 51% (fifty one percent) majority of outstanding shares which is required for this change as per the Bylaws and all other operational documents of the Corporation.

Sincerely,


Jay Wolfington

Vice President & Corporate Counsel.
Innovative Systems and Technologies Corporation

FILED
01 SEP 14 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
9-20-01
HKS

Articles of Amendment
to the
Articles of Incorporation
of
Innovative Systems and Technologies Corporation

FILED

01 SEP 14 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Innovative Systems and Technologies Corporation were amended to make the following changes by a majority written consent of the Shareholders of Innovative Systems and Technologies Corporation on September 12, 2001. A majority of the shares being all that is necessary to change the Articles of Incorporation.

1) **Please change** Article IV of the Articles of Incorporation to the following:

Article IV: Capital Stock

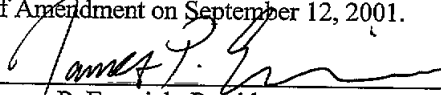
This Corporation is authorized to issue ten million (10,000,000) shares of \$0.01 per share par value common voting stock.

(The old Article IV of the Articles of Incorporation deleted by this Amendment was: Article IV: Capital Stock, This Corporation is authorized to issue is ten million (10,000,000) shares of stock.)

2) **Please delete** ARTICLE X: AMENDMENT of the Articles of Incorporation. (which reads: Article X Amendment, This corporation reserves the right to amend or appeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.)

Replace with ARTICLE X - AMENDMENT: The Articles of Incorporation can not be changed without approval of at least 74.5% (seventy-four point five percent or 7,450,000 shares) of the authorized shares of the Corporation.

In witness whereof, the undersigned officer of this corporation has executed these Articles of Amendment on September 12, 2001.


James P. Emerick, President
Innovative Systems and Technologies
Corporation