

V41724

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Amend
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Innovative Systems and Technologies Corporation

DOCUMENT NUMBER: V41724

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James P. Emerick

(Name of Contact Person)

Innovative Systems and Technologies Corporation (insyte)

(Firm/ Company)

2570 Coral Landings Blvd (Suite 300)

(Address)

Palm Harbor, Florida 34684

(City/ State and Zip Code)

For further information concerning this matter, please call:

James P. Emerick

(Name of Contact Person)

at (813) 205.1819

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
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\$52.50 Filing Fee
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is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Innovative Systems and Technologies Corporation

(Name of corporation as currently filed with the Florida Dept. of State)

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TALLAHASSEE, FLORIDA

V471724

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(1)ARTICLE IV: CAPITAL STOCK of the Articles of Incorporation is deleted in its entirety. The following new article is inserted in lieu thereof.

This Corporation is authorized to issue Fifteen Million (15,000,000) shares of One Cent (\$.01) par value per share common stock,

(the "Shares"). Of the Shares, Eleven Million One Hundred Thousand (11,100,000) shares shall be designated Class A Common Stock,

which shall have full voting rights. Of the Shares, Three Million Nine Hundred Thousand (3,900,000) shares shall be

designated Class B Common Stock, which shall not have voting rights, except as may otherwise be required by the Florida

Business Corporation Act.

(2)ARTICLE V: PRE-EMPTIVE RIGHTS of the Articles of Incorporation is deleted in its entirety.

(3)ARTICLE X: AMENDMENT of the Articles of Incorporation is deleted in its entirety.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

The date of each amendment(s) adoption: 10 January 2006

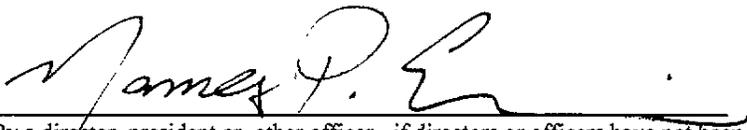
Effective date if applicable: 10 January 2006
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature 
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

James P. Emerick
(Typed or printed name of person signing)

President, CEO, and Board Member
(Title of person signing)

FILING FEE: \$35