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Corporation(s) Name

Innovation International Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Profit Amendment Merger
- Nonprofit
- Foreign Dissolution Mark
- LLC Withdrawal
- Limited Partnership UBR Other
- Reinstatement Fictitious Name Ch. RA
- UCC 1 or 3

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DIVISION OF CORPORATION

Thank You!

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
INNOVISION INTERNATIONAL CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, **INNOVISION INTERNATIONAL CORP.** (the "Corporation") adopts the following Articles of Amendment to the Articles of Incorporation:

1. Article IV of the Articles of Incorporation shall be amended to reflect:
 - (1) effect a division of the Corporation's issued and outstanding Common Stock in the ratio of five shares for every one share issued and outstanding on July 24, 2000. All fractional shares resulting from the division will be rounded up to the next whole share; and
 - (2) The authorized share capital of the Corporation will be decreased immediately after the foregoing division to 100,000,000 shares of common stock with a par value of \$.001 per share.

Article IV of the Articles of Incorporation will be deleted and the following Article IV shall be inserted in its place:

**ARTICLE IV
SHARES**

The capital stock of this Corporation shall consist of 100,000,000 shares with a par value of \$.001 per share.

2. The Amendment was duly adopted by unanimous written consent of the directors of the Corporation on July 13, 2000 and by the shareholders owning a majority of the outstanding voting stock of the corporation and such majority of votes was sufficient approval.
3. The effective date of these Articles of Amendment is July 24, 2000.

Dated: July 13, 2000



ANDREW MUNRO, PRESIDENT

DIRECTORS RESOLUTIONS

INNOVISION INTERNATIONAL CORP.

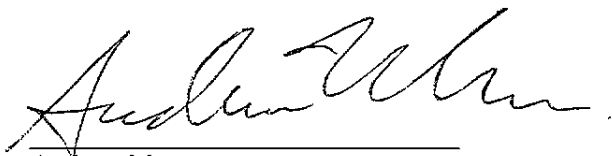
PURSUANT to the provisions of the Florida Business Corporation Act, the following resolutions are passed as resolutions of the Directors of the Corporation consented to in writing by all the Directors of the Corporation on the 13th day of July, 2000.

WHEREAS the Corporation consolidated the issued and outstanding share capital of the Corporation earlier this year and has since reconsidered this action and now desires undue the effect of this action.

BE IT RESOLVED, THAT:

1. The issued and outstanding common stock, with a par value of \$.001, of the Corporation be divided in the ratio of five shares for every one share issued and outstanding on July 24, 2000.
2. No fractional shares in the common stock of the Corporation will be issued in connection with the consolidation and the number of shares of the common stock to be received will be rounded up to the nearest whole number of shares in the common stock in the event that such a shareholder would otherwise be entitled to receive on such division.
3. The authorized share capital of the Corporation be decreased immediately after the foregoing consolidation to 100,000,000 shares of Common Stock with a par value of \$.001 per share.
4. The effective date of these amendments will be July 24, 2000.
5. Any officer or director of the Corporation is hereby authorized, empowered, and directed, in the name of and on behalf of the Corporation, to execute, deliver and file any and all documents to take any and all other action that may be necessary, appropriate, or expedient in order to accomplish the purposes and intent of the foregoing resolutions.
6. This resolution may be signed in counterparts and transmitted by facsimile, and that each copy will together constitute but one whole document and be deemed an original.

DATED this 13th day of July, 2000.



Andrew Munro