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January 11, 2000

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

700003096087--9
-01/12/00--01062--003
*****35.00 *****35.00

Re: Articles of Amendment to Articles of
Incorporation of Netage, Inc.
Check for \$35.00

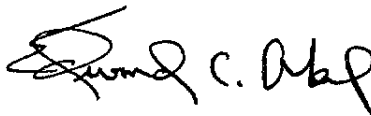
Dear Sir:

We enclose the referenced corporate instrument, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosure

cc: Mr. Guru Halady
Thomas C. Pleiman, Jr., C.P.A.

FILED
00 JAN 12 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS JAN 20 2000

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
NETAGE, INC.

FILED
00 JAN 12 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of this corporation are amended
as follows:

1. Article III is deleted in its entirety and the following
new Article III inserted in its place:

"ARTICLE III SHARES

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is:

1,000,000 shares of Common Stock of par
value of \$0.01 per share.

The shareholders shall not have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written
shareholders' agreement, impose such restrictions on the sale,
transfer, or encumbrance of the stock of this corporation as they
may see fit."

2. The effective date of this amendment shall be on close of
business January 1, 2000 for tax and accounting purposes.

3. This amendment was adopted and approved by the directors
and by the unanimous vote of all shareholders entitled to vote of
this corporation at a joint meeting held on the 2nd day of
January, 2000.

Attest:

Secretary

NETAGE, INC.

By ✓

Its President
Gurunath M. Halady
(Corporate Seal)