

P97000004318

Florida Department of State
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From: Account Name : FAS-T CORP. AGENTS, INC.
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BASIC AMENDMENT
IT@LY NETWORK GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

Amend & N/C

T BROWN AUG 11 2003



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 8, 2003

ITELY NETWORK GROUP, INC.
407 LINCOLN RD #500
MIAMI BEACH, FL 33139

SUBJECT: ITELY NETWORK GROUP, INC.
REF: P97000004318

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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FAX Aud. #: H03000249989
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

It@ly NETWORK GROUP, INC.

(Present Name)

Pursuant to the provisions of section 607.1006 Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment(s) adopted: *-(indicate article number(s) being amended, added or deleted)*

Delete: Article one: *It@ly Network Group, Inc.*
Article six: *Doino Paolo- 407 Lincoln Road Suite 500 Miami Beach FL 33139*

Add: Article One: *A and A Investment Group of Miami, Inc.*
Article Six: *Jean-Alexander Manfroy President
Alexander Payot Vice-President
407 Lincoln Road suite 500 Miami Beach FL 33139*

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: *7-24-03*

FOURTH: Adoption of Amendment(s) (Check One)

The Amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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):

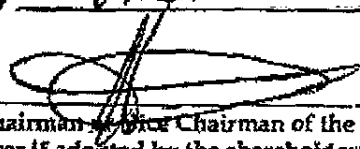
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
Voting group

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.

Signed this day 07-24-03

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jean Alexander MacFroy
Typed or printed name

President

Title