

P 98000043829

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STUART, FLORIDA 34994

ADMITTED: FLORIDA, MICHIGAN
AND MINNESOTA BAR

TELEPHONE
(561) 286-4265

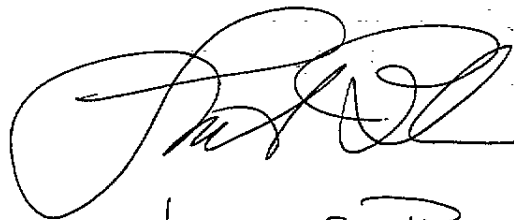
FACSIMILE
(561) 286-2698

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*****35.00 *****35.00

Dear Madam or Sir

*Please find original and
copy of Articles of Amendment
& check for filing.*

*Please return a copy
to me.*



Loren E. Bodem

FILED
98 SEP 28 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS SEP 30 1998

Amend



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 31, 1998

LOREN E. BODEM, CHARTERED
FIRST NAT'L CENTER
815 COLORADO AVE., STE. 305
STUART, FL 34994

SUBJECT: WORLD CLASS OF.NET, INC.
Ref. Number: P98000043829

We have received your document for WORLD CLASS OF.NET, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 198A00044788

RECEIVED
98 SEP 28 PM 8:50
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WORLD CLASS OF.NET, INC.**

FILED
98 SEP 28 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

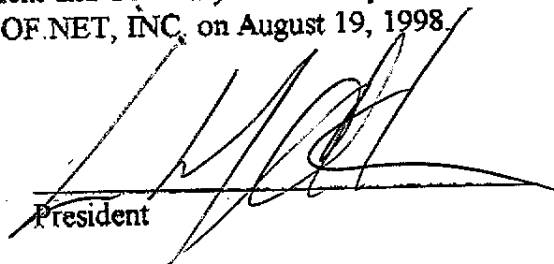
Article IV of the Articles of Incorporation of WORLD CLASS OF.NET, INC. ("Corporation") was amended by the Corporation's Board of Directors on August 19, 1998. The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statute 607.0602.

ARTICLE IV: CAPITAL STOCK

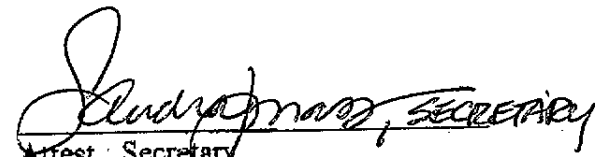
The aggregate number of shares which this corporation shall have authority to issue is 1,000 shares of common stock at one dollar (\$1.00) per value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares and the excess, if any, of consideration received for such shares shall constitute capital surplus.

In witness whereof, the undersigned President and Secretary of the Corporation executed these Articles of Amendment of WORLD CLASS OF.NET, INC. on August 19, 1998.

Dated: 9/14/98 1998



President


Attest: Secretary
Sandra Mass