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March 3, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

200002794992--2  
-03/04/99-01092--006  
\*\*\*\*\*87.50 \*\*\*\*\*43.75

Re: Articles of Amendment

Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of 1<sup>st</sup> Internet Group, Inc., along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please send the certified copy to the undersigned at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.

  
Mark H. Mirkin  
MHM/clo

Amend  
3-8-99  
DHS

Enclosures

cc: William H. Corley

99 MAR -4 AM 11:40  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

of

1st INTERNET GROUP, INC.

Pursuant to Section 607.1005 of the Florida Statutes, on February 25, 1999 the directors of 1st INTERNET GROUP, INC., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

**RESOLVED:** That Jason Ling, Thomas Doll and Michael Fisher are elected to the Board of Directors to serve until their successors are duly elected and qualified to serve.

**RESOLVED:** That the authorized capital of the Corporation should be increased to 100,000,000 common shares, \$0.01 par value per share.

**RESOLVED:** That Articles IX, X and XI of the Corporation's Articles of Incorporation should be removed.

**RESOLVED:** That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.

No shares of the Corporation's capital stock have been issued. Accordingly, shareholder approval was not required.

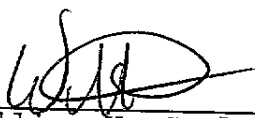
NOW THEREFORE, in accordance with the foregoing resolutions:


Article IV of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

The total number of shares of all classes which the corporation shall be authorized to issue is 100,000,000 common shares, \$0.01 par value per share.

Articles IX, X and XI are deleted.

IN WITNESS WHEREOF, the directors of the Corporation have executed and submitted this instrument this 28th day of February, 1999.

  
\_\_\_\_\_  
William H. Corley Jr. A/D

  
\_\_\_\_\_  
Michael J. Graham

99 MAR -4 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

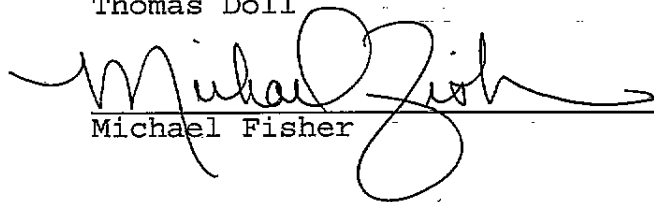
FILED

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Jason Ling

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Thomas Doll

A handwritten signature in cursive script that reads "Michael Fisher". The signature is written in black ink and is positioned above a horizontal line.

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Michael Fisher