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To:

Division of Corporations
Fax Number : (850)922-4000

From: Angelica M. Calabrese

Account Name : AKERMAN, SENTERFITT & EIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

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BASIC AMENDMENT

INTERPRO NETWORKS CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

20127-93356

Amendment

REC'D - JUDGE OF STATE
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTERPRO NETWORKS CORPORATION**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **INTERPRO NETWORKS CORPORATION**, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of this corporation is **INTERPRO NETWORKS CORPORATION**.
2. The Articles of Incorporation of the Corporation have been amended by deleting Article IV in its entirety and substituting in lieu thereof the following:

**"ARTICLE III
CAPITAL STOCK**

The number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is twenty five million (25,000,000) shares, of which five million (5,000,000) shares shall be preferred stock ("Preferred Stock") having a par value of one-hundredth of one cent (\$0.001) per share, and twenty million (20,000,000) shares of common stock ("Common Stock") having a par value of one-hundredth of one cent (\$0.001) per share. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The Board of Directors is authorized, subject to limitations prescribed by law, the maximum number of Preferred Stock herein authorized and the provisions of this Article IV, to provide for the issuance of shares of Preferred Stock in series, and by filing an amendment to the Articles of Incorporation of the Corporation pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series and the voting powers thereof, full or limited, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the Board with respect to each series of Preferred Stock shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

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- (c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption rates;
- (f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- (g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series; and
- (h) Any other relative rights, preferences and limitations of that series."

The foregoing amendments to the Articles of Incorporation of the Corporation were duly approved and adopted by the Corporation's shareholders and directors on March 22, 2000, pursuant to Section 607.0704 and 607.0821 of the Florida Business Corporation Act.

In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this amendment shall be effective as of the date of filing of this amendment.

Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the unchanged and in full force and effect.

[signatures on following page]

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IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation of **INTERPRO NETWORKS CORPORATION** this 22nd day of March, 2000.

INTERPRO NETWORKS CORPORATION,
a Florida corporation

By: 
Luis Teofilo Nuñez D.
President