

P99000057434

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BASIC AMENDMENT

PSYCHOLOGY NETWORK.COM, INC.

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AMEND  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PSYCHOLOGY NETWORK.COM, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is PSYCHOLOGY NETWORK.COM, INC. (the "Corporation"), Charter #P99000057434, filed on June 23, 1999.
2. The following Amendment to the Articles of Incorporation was adopted by the sole Director of the Corporation and a majority of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on December 1, 2000 in the manner prescribed by Section 607.1003 of the Act:

ARTICLE III

The Corporation shall have the authority to issue Twenty Million (20,000,000) shares of Common Stock, \$.01 par value per share (the "Common Stock") and Ten Million (10,000,000) shares of Preferred Stock, \$.01 par value per share (the "Preferred Stock"), all or part of said stock to be issued from time to time as may be determined by the Board of Directors.

Provisions Relating to Preferred Stock

1. General The Preferred Stock may be issued from time to time, in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions as are stated and expressed herein and in the resolution or resolutions providing for the issuance of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.
2. Preferences Subject to the rights of the holders of the Corporation's Common Stock, authority is hereby expressly granted to and vested in the Board to authorize the issuance of Preferred Stock from time to time, in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance, conversion and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred Stock, to fix and state by resolution or resolutions from time to time adopted providing for the issuance thereof, to the extent deemed appropriate by the Board, the following:
  - (a) whether or not the class or series is to have voting rights, special or conditional, full or limited, or is to be without voting rights;

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(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the times or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the periodic amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock or other property of the Corporation, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustment, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of Preferred Stock.

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3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the Secretary of the Corporation has executed these Articles of Amendment to Articles of Incorporation of PSYCHOLOGY NETWORK.COM, INC. this 1 day of December, 2000.

PSYCHOLOGY NETWORK.COM, INC.,  
a Florida corporation

By 

Dani Itzhaki, Secretary