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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT**DOBLE U, INC.**

Certificate of Status	0
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Amendment

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
DOBLE U, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1006 and 607.0602 of the Florida Business Corporation Act, Doble U, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST:

ARTICLE III

Article III of the Articles of Incorporation of the Corporation is hereby amended by inserting the following words at the end of such article:

(5) Series A Preferred Stock One million five hundred thousand (1,500,000) shares of the authorized and unissued shares of \$0.001 par value per share Preferred Stock of the Corporation are hereby designated "Series A Preferred Stock" (the "Series A Preferred Stock") with the following powers, preferences and rights, and the qualifications, limitations and restrictions hereon:

(a) General. All 1,500,000 shares of the Series A Preferred Stock shall in all respects be equal, and shall have the powers, preferences, voting rights and other special rights, and the limitations, restrictions and qualifications hereinafter set forth. The Board of Directors of the corporation is expressly authorized to cause shares of the Series A Preferred Stock to be issued and the consideration to be received therefor. The Series A Preferred Stock shall rank prior to the Common Stock as to amounts distributable upon the voluntary or involuntary liquidation, dissolution or winding up of the corporation.

(b) Dividends. The holders of record of the Series A Preferred Stock shall be entitled to receive dividends in the amount per share equal to the amount per share of dividends paid from time to time to holders of record of the Common Stock. The Board of Directors shall not declare or pay a dividend on the Common Stock unless it declares a dividend on the Series A Preferred Stock with the same record and payment dates as such dividend on the Common Stock.

(c) Voting Rights of Series A Preferred Stock. The holders of Series A Preferred Stock shall not have any voting rights except as may otherwise be required by law. In all matters in which the holders of Series A Preferred Stock shall be entitled to vote, for purposes of any such vote, each share of the Series A Preferred Stock shall have one vote.

(d) Liquidation. In the event of the liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of shares of Series A Preferred Stock shall be entitled to be paid out of the assets of the corporation, before any distribution or payment is made to or set apart for the holders of any shares of Common Stock, \$0.70 per share, and no more. In case the amounts available for distribution to the holders of the Series A Preferred Stock are not sufficient to pay the holders of all outstanding shares of Series A Preferred Stock the full amounts to which they are respectively entitled as aforesaid, then such amounts shall be distributed ratably to the holders of all the outstanding shares of Series A Preferred Stock in proportion to the full amounts to which they are respectively entitled. Neither the merger or consolidation of the corporation into or with any other corporation, nor the sale of all or substantially all the assets of the corporation, shall be deemed a liquidation, dissolution or winding up of the corporation, voluntary or involuntary.

(c) Conversion Rights.

(i) Voluntary Conversion. At holder's election, each share of Series A Preferred Stock may be converted, subject to the provisions of this Section 5 into one fully paid and nonassessable share of Common Stock of the corporation.

(ii) Voluntary Conversion Procedures. In order to exercise a voluntary conversion of Series A Preferred Stock, the registered holder of any shares to be converted shall surrender and deliver to the corporation at its executive office, the certificates representing such shares of Series A Preferred Stock, which certificates shall be duly endorsed to the corporation or in blank, together with a written request for conversion. The corporation will, as soon as practicable after such surrender for conversion, issue and deliver to the person for whose account such shares of Series A Preferred Stock were so surrendered, certificates for the number of shares of Common Stock to which the person shall be entitled. Such conversion shall be deemed to have been made as of the date on which the certificates for shares of Series A Preferred Stock to be converted and written request were actually received by the corporation, and the person entitled to receive the shares of Common Stock issuable upon the conversion of such shares of Series A Preferred Stock shall be treated for all purposes as the record holder of such Common Stock on such date.

(iii) Mandatory Conversion. Upon consummation of an Initial Public Offering of the corporation, each share of Series A Preferred Stock shall automatically convert, without action on the part of the holder thereof, into one validly issued, fully paid and nonassessable share of Common Stock. "Initial Public Offering" shall mean the sale by the corporation of shares of Common Stock in a public offering registered under the Securities Act of 1933, as amended.

(iv) Surrender of Series A Preferred Stock Upon Mandatory Conversion. Holders of Series A Preferred Stock which has been automatically converted shall surrender and deliver to the corporation, at its executive offices, the certificates for the shares so converted. The corporation will, as soon as practicable after such surrender, issue and deliver to the person for whose account such shares of Series A Preferred Stock were so surrendered, certificates for shares of Common Stock to which the person shall be entitled. Until such time as a holder of Series A Preferred Stock shall surrender its certificates therefor as provided above, such certificates shall be deemed to represent the shares of Common Stock to which such holder shall be entitled upon the surrender thereof.

(v) Adjustment. In the event that the corporation shall pay a dividend on its Common Stock in shares of its Common Stock, or subdivide, combine or reclassify its outstanding shares of Common Stock, the conversion rate in effect immediately prior thereto shall be proportionately increased or decreased, by multiplying the rate by a fraction (x) the numerator of which is the total number of shares outstanding immediately prior to the record date for the event and (y) the denominator of which is the total number of shares outstanding immediately after the record date for the event.

(vi) Consolidation or Merger. In case of the consolidation or merger of the corporation with or into another corporation or entity (other than a merger not involving any reclassification, conversion or exchange of outstanding Common Stock in which the corporation is the surviving corporation), or in case of the sale, transfer or other disposition of all or substantially all of the property, assets or business of the corporation as a result of which sale, transfer or other disposition, property other than cash shall be payable or distributable to the holders of the Common Stock, each share of Series A Preferred Stock shall thereafter be convertible into the number and class or series of shares or other securities or property of the corporation, or of the corporation resulting from such consolidation or merger or to which such sale, transfer or other disposition shall have been made, to which the Common Stock otherwise issuable upon conversion of such share of Series A Preferred Stock would have been entitled upon such reorganization, consolidation, merger or sale, transfer or other disposition if outstanding at the time thereof; and in any such case appropriate adjustment, as determined by the board of directors, shall be made in the application of the provisions set forth in this Article III with respect to the conversion rights thereafter of the holders of the Series A Preferred Stock. Proper provision shall be made as a part of the terms of any such consolidation, merger, sale, transfer or other disposition whereby the conversion rights of the holders of Series A Preferred Stock shall be protected and preserved in accordance with the provisions of this Article III.

(vii) Common Stock Reserved. The corporation shall at all times reserve and keep available, out of its authorized and unissued stock, solely for the purpose of effecting the conversion of the shares of Series A Preferred Stock,

such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all shares of Series A Preferred Stock from time to time outstanding.

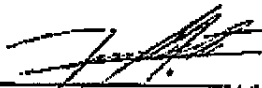
(viii) No Fractional Shares. No fractional shares shall be issued upon conversion of shares of Series A Preferred Stock and the holder thereof shall receive the amount of cash payable in respect of any fractional share of Common Stock to which he shall be entitled. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series A Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

* * * *

SECOND:

Pursuant to Section 607.0602 of the Florida Business Act, the Board of Directors duly adopted this Amendment to Article III of the Articles of Incorporation effective as of March 7, 2000 without shareholder action.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this instrument this 7th day of March, 2000.

By: 
Name: HUMBERTO GUZMAN
Title: CEO

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