



THE UNITED STATES
CORPORATION
COMPANY

F81597

98 NOV 10 PM 12:07
ACCOUNT NO. 00000032
DIVISION OF CORPORATIONS

REFERENCE : 026808 4382474

AUTHORIZATION : Patricia Pujate
COST LIMIT : \$ 43.75

ORDER DATE : November 10, 1998

ORDER TIME : 10:59 AM

ORDER NO. : 026808-005

CUSTOMER NO: 4382474

CUSTOMER: John B. Lowy, Esq
John B Lowy P.c.
645 Fifth Avenue
4th Floor
New York, NY 10022

FILED
98 NOV 10 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200002684522-10

DOMESTIC AMENDMENT FILING

NAME: CYBERFAST SYSTEMS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

See 11/16



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 10, 1998

CSC
JANNA WILSON
TALLAHASSEE, FL

SUBJECT: CYBERFAST SYSTEMS, INC.
Ref. Number: F81597

We have received your document for CYBERFAST SYSTEMS, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

The date of adoption of each amendment must be included in the document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 498A00054549

RESUBMIT

Please give original
submission date as file date.

RECEIVED
98 NOV 13
DIVISION OF CORPORATIONS

FILED

98 NOV 10 PM 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
To
Articles of Incorporation
Of
CYBERFAST SYSTEMS, Inc.

THE UNDERSIGNED, the President of CYBERFAST SYSTEMS, INC., a Florida corporation, does hereby certify that:

FIRST: That the Board of Directors of said Corporation by unanimous written consent, adopted the following resolutions proposing and declaring advisable the following amendments to the Articles of Incorporation, as amended (the "Articles") of said Corporation.

That Article d. subsections (5), (6) & (7) of the Articles of Incorporation are hereby deleted in their entirety, and Article d. subsections (5) and (6) as follows, be substituted therefore in their entirety:

"(5) Conversion of CLASS B Common Stock All outstanding shares of CLASS B Common Stock shall be convertible at all times as follows: (i) By Transfer. Upon the sale, assignment, transfer, conveyance, foreclosure or other disposition, whether voluntary, by operation of law or otherwise, a 'Transfer' (which for the purpose hereof shall not include a gift or pledge unless foreclosed upon or voting rights are transferred with the pledge) of shares of CLASS B Common Stock shall, by virtue of such Transfer, automatically be converted into an equal number of fully paid and non-assessable shares of CLASS A Common Stock of the Corporation; (ii) By Election. Outstanding shares of CLASS B Common Stock shall be convertible into an equal number of fully paid and non-assessable shares of CLASS A Common Stock by delivery of written notice by the holder of such shares of CLASS B Common Stock to the Corporation, or its transfer agent, together with the certificate(s) representing the shares to be converted. Thereupon, the Corporation, or its transfer agent, as the case may be, shall exchange such certificate (s) for a certificate or certificate(s) representing an equal number of shares of CLASS A Common Stock. Shares of CLASS B Common Stock shall be deemed to have been converted immediately prior to the close of business, on the day upon which the Corporation, or its transfer agent, received such shares for conversion. The person entitled to receive the CLASS A Common Stock issuable

upon such conversion shall be treated for all purposes as the record holder of such CLASS A Common Stock at such time. Thereafter, the shares of CLASS B Common Stock so converted by Transfer or Election shall automatically become authorized and unissued shares of CLASS A Common Stock of the Corporation.

(6) Upon the conversion of CLASS B Common Stock into CLASS A Common Stock, the number of shares of CLASS A Common Stock which the Corporation shall have authority to issue shall be automatically increased by the number of shares so converted, and the number of shares of CLASS B Common Stock which the Corporation shall have authority to issue, shall automatically be decreased by such number."

SECOND: That the aforesaid amendments were duly adopted by consent of the requisite majority of the shareholders of this Corporation in accordance with the applicable provisions of Section 607.394 of the Florida Business Corporation Act. The date of adoption 10/23/98. The number of votes cast by the shareholders was sufficient for approval.

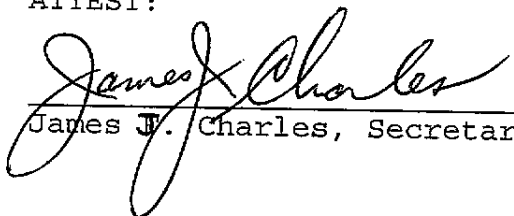
THIRD: That prompt notice of the taking of this corporate action is being given to all stockholders who did not consent in writing, in accordance with Section 605.394(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused this amendment to be signed by Cosmo Palmieri, its President and James J. Charles its Secretary this 17th day of November, 1998.

CYBERFAST SYSTEMS, INC.

By: _____
Cosmo Palmieri, President

ATTEST:


James J. Charles, Secretary

upon such conversion shall be treated for all purposes as the record holder of such CLASS A Common Stock at such time. Thereafter, the shares of CLASS B Common Stock so converted by Transfer or Election shall automatically become authorized and unissued shares of CLASS A Common Stock of the Corporation.

(6) Upon the conversion of CLASS B Common Stock into CLASS A Common Stock, the number of shares of CLASS A Common Stock which the Corporation shall have authority to issue shall be automatically increased by the number of shares so converted, and the number of shares of CLASS B Common Stock which the Corporation shall have authority to issue, shall automatically be decreased by such number."

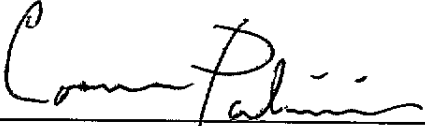
SECOND: That the aforesaid amendments were duly adopted by consent of the requisite majority of the shareholders of this Corporation in accordance with the applicable provisions of Section 607.394 of the Florida Business Corporation Act. The date of adoption was 10/23/98. The number of votes cast by the shareholders was sufficient for approval.

THIRD: That prompt notice of the taking of this corporate action is being given to all stockholders who did not consent in writing, in accordance with Section 605.394(2) of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the Corporation has caused this amendment to be signed by Cosmo Palmieri, its President and James J. Charles its Secretary this 7th day of November, 1998.

CYBERFAST SYSTEMS, INC.

By:


Cosmo Palmieri, President

ATTEST:

James F. Charles, Secretary