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Amend.

V SHEPARD JAN 28 2003

SMITH MACKINNON, PA

PROFESSIONAL ASSOCIATION ATTORNEYS AT LAW

SUITE 800 CITRUS CENTER 255 SOUTH ORANGE AVENUE ORLANDO, FLORIDA 32801 POST OFFICE BOX 2254 ORLANDO, FLORIDA 32802-2254

> TELEPHONE (407) 843-7300 FACSIMILE (407) 843-2448 E-MAIL: <u>JPG7300@AOL.COM</u>

JOHN P. GREELEY

January 17, 2003

Via Federal Express

Florida Secretary of State Division of Corporations Bureau of Corporate Records 409 E. Gaines Street Tallahassee, FL 32399

Re: Intellon Corporation

Dear Sir/Madam:

Enclosed are the following documents relating to the above-referenced corporation:

- 1. Original Articles of Amendment to the Restated Articles of Incorporation submitted for filing;
- 2. A check in the amount of \$52.50 (\$35.00 for filing fee and \$17.50 for two certified copies of the Articles of Amendment to the Restated Articles of Incorporation); and
- 3. Two photocopies of the executed Articles of Amendment to the Restated Articles of Incorporation.

Please file the enclosed document as soon as possible and return to us a certified copy of the Amendment. If you have any questions regarding the enclosed, please do not hesitate to call me at your convenience.

Thank you for your assistance.

Very truly yours

JPG:erw Enclosures

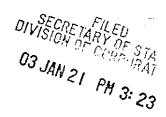
Copy to:

Charles E. Harris

Chairman, President and Chief Executive Officer

Intellon Corporation

ARTICLES OF AMENDMENT TO RESTATED ARTICLES OF INCORPORATION OF INTELLON CORPORATION



Pursuant to Section 607.1006, Florida Statutes, the Restated Articles of Incorporation of Intellon Corporation are hereby amended as follows:

FIRST: Section 5(a) of Article III of the Restated Articles of Incorporation is hereby amended to change the date of December 31, 2002 in such section to December 31, 2004.

SECOND: The foregoing amendment was adopted by the holders of outstanding shares of common stock, Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Series C Convertible Preferred Stock, and Series D Convertible Preferred Stock, being the sole voting groups entitled to vote on the amendment, on January 15, 2003 and the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed and attested to by its duly authorized officer as of this 16th day of January, 2003.

INTELLON CORPORATION

By:

Charles E. Harris

Chairman, President and Chief Executive

Officer

STATE OF FLORIDA COUNTY OF MARION

The foregoing instrument was acknowledged before me this 16th day of January, 2003, by Charles E. Harris, as Chairman, President and Chief Executive Officer of Intellon Corporation, on behalf of the Corporation.

	Printed Name: Sherry L. Baker
	Notary Public, State of Florida
Personally Known or Produced Identification [I Sury F. (Oalm)
Type of Identification Produced	SHERRY L BAKER MY COMMISSION # CC 923974 EXPIRES: April 14, 2004 Record Thru Notery Public Hindonytitles