

• Sprawlnet.net
• Public Communication
Services
• PCS PrePaid

Sprawlnet.com, Inc™

L35775

September 12, 2001
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

RE: Sprawlnet.com, Inc.
Document Number L 35775

Dear Ladies & Gentlemen:

Enclosed please find original and one copy of Articles of Amendment dated September 11, 2001, and Written Consent and Resolution concerning the same. Kindly return a file stamped copy and certificate of status to our offices. A check in the amount of \$43.75 is enclosed.

Please feel free to contact me with any comments or questions that may arise. Thanking you, in advance, for your anticipated cooperation and prompt response..

Very truly yours,

Gary Nobil
Tel: 305 944 4436 Ext 270

Enclosure

GAN/per

FILED
01 SEP 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN SEP 24 2001

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SPRAWLNET.COM INC.
(Document No. L35775)

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01 SEP 17 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment (s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE "FIRST" is hereby amended to reflect the addition of the following provision as follows:

The board of directors is expressly authorized to adopt, from time to time, a resolution or resolutions providing for the issue of preferred stock in one or more series, to fix the number of shares in each such series and to fix the designations and the powers, preferences and relative, participating, optional and other special rights and the qualifications, limitations and restrictions of such shares, of each such series. The authority of the board of directors with respect to each such series shall include a determination of the following, which may vary as between the different series of preferred stock:

- (a) The number of shares constituting the series and the distinctive designation of the series;
- (b) The dividend rate on the shares of the series, the conditions and dates upon which dividends on such shares shall be payable, the extent, if any, to which dividends on such shares shall be cumulative, and the relative rights of preference, if any, of payment of dividends on such shares;
- (c) Whether or not the shares of the series are redeemable and, if redeemable, the time or times during which they shall be redeemable and the amount per share payable on redemption of such shares, which amount may, but need not, vary according to the time and circumstances of such redemption;
- (d) The amount payable in respect of the shares of the series, in the event of any liquidation, dissolution or winding up of this corporation, which amount may, but need not, vary according to the time or circumstances of such action, and the relative rights of preference, if any, of payment of such amount;
- (e) Any requirement as to a sinking fund for the shares of the series, or any requirement as to the redemption, purchase or other retirement by this corporation of the shares of the series;

(f) The right, if any, to exchange or convert shares of the series into other securities or property, and the rate or basis, time, manner and condition of exchange or conversion;

(g) The voting rights, if any, to which the holders of shares of the series shall be entitled in addition to the voting rights provided by law; and

(h) Any other terms, conditions or provisions with respect to the series not inconsistent with the provisions of this Article or any resolution adopted by the Board of Directors pursuant to this Article. The number of authorized shares of preferred stock may be increased or decreased by the affirmative vote of the holders of a majority of the stock of this corporation entitled to vote at a meeting of shareholders. No holder of shares of preferred stock of this corporation shall, by reason of such holding have any preemptive right to subscribe to any additional issue of any stock of any class or series nor to any security convertible into such stock.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: not applicable

THIRD: The date of each amendment(s) adoption: August 31, 2001

FOURTH: Adoption of Amendment(s) CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

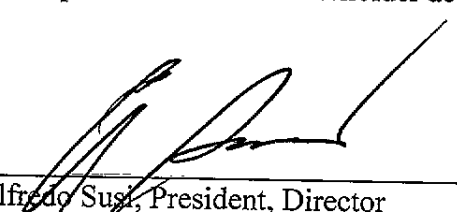
The number of votes cast for the amendment(s) was/were sufficient for approval by _____

voting group

X The amendment s was/were adopted the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11th day of September, 2001



Alfredo Sust, President, Director