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August 11, 2000

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SUBJECT: The National CyberAgent Association, Inc.

Dear To Whom It May Concern:

Enclosed is the original and one (1) copy Second Articles of Amendment of the National CyberAgent Association, Inc. and a check in the amount of \$ 78.75 for filing fees and designation of Registered Agent and a certified copy of the Second Articles of Amendment.

FROM:

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Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend

SECOND ARTICLES OF AMENDMENT

OF

THE NATIONAL CYBERAGENT ASSOCIATION, INC.

A Florida Not-For-Profit Corporation

The National CyberAgent Association, Inc. (hereinafter referred to as the "Association"), a Florida Not-For-Profit Corporation, the members of which are not entitled to vote on proposed amendments to the articles of incorporation, by a unanimous vote on August 8, 2000, of its directors now in office, does hereby amend the articles of incorporation as amended, as follows:

1. Article 6 is hereby deleted in its entirety and replaced with the following:

ARTICLE 6

DIRECTORS

The affairs of the Association shall be managed under the direction and supervision of a Board of seven (7) Directors. The names and addresses of the persons who shall serve as Directors on the Board are as follows:

1. Karla Reynolds
701 Brickell Avenue, Suite 1850
Miami, FL 33131
2. Martin Urrea
701 Brickell Avenue, Suite 1850
Miami, FL 33131
3. Steffen Cherry
701 Brickell Avenue, Suite 1850
Miami, FL 33131
4. Kathleen Bocek
701 Brickell Avenue, Suite 1850
Miami, FL 33131
5. Brenda Johnson-Matzner
332 SW 22 Street
Fort Lauderdale, FL 33315

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TALLAHASSEE, FLORIDA

6. Stefanie Daniels
3331 N.W. 177 Terrace
Carol City, FL 33056
7. Miguel Hernandez
30213 S.W. 161 Court
Homestead, FL 33033

The method of election and removal, terms of office, qualifications, and duties of successor directors shall be set forth in the Bylaws of the Association; provided, however, that four (4) directors shall always be appointed by Willow CSN Incorporated ("Willow").

2. Article 7 is hereby deleted in its entirety and replaced with the following:

ARTICLE 7

OFFICERS

The Association shall have such officers as set forth in the Bylaws of the Association. The terms, duties and method of appointment and removal of the officers shall be set forth in the By-Laws of the Association.

3. Article 9 is hereby deleted in its entirety and replace with the following:

ARTICLE 9

DEFINITIONS

Section 1. Member. A member of the Association is an individual who uses the Network (as hereinafter defined) to work from a remote location as an independent contractor customer service representative and has paid the required dues as set forth in the By-laws of the Association.

Section 2. Network. The Network is Willow's customer care service network which links call centers and their customers with remote location independent

contractor customer service representatives.

IN WITNESS WHEREOF, the undersigned Association has caused these Articles of Amendment to be signed by all of the members of the Association's Board of Directors this 8 day of August, 2000.

The National CyberAgent Association, Inc.

By:

Lisa Layne
Lisa Layne, Director

CHAIRMAN
Board of Directors

By:

Karla Reynolds
Karla Reynolds, Director