N980000608/ Pennington, Moore, Wilkinson, Bell & Dunbar, P.A.

ATTORNEYS AT LAW

SAMUEL P. BELL, III
DOUGLAS S. BELL
GARVIN B. BOWDEN
FREDERICK L. BUSACK
KAREN M. CAMECHIS
KEVIN X. CROWLEY
MARK K. DELEGAL
MARC W. DUNBAR
PETER M. DUNBAR
MARTHA J. EDENFIELD
CYNTHIA SIMMONS FLETCHER
ROGELIO J. FONTELA
JAN J. GORRIE

MARK T. HANEY
ROBERT H. HOSAY
WILLIAM H. HUGHES III
KIMBERLY L. KING
A. KENNETH LEVINE
EDGAR M. MOORE
E. MURRAY MOORE, JR.
BRIAN A. NEWMAN
JULIUS F. PARKER; III
JOHN C. PELHAM
CARL R. PENNINGTON, JR., P.A.
C. EDWIN RUDE, JR.
GARY A. SHIPMAN

CYNTHIA S. TUNNICLIFF WILLIAM E. WHITNEY BEN H. WILKINSON CATHI C. WILKINSON

OF COUNSEL
ROBERT CINTRON, JR.
R. STUART HUFF, P.A.
Coral Gables, Florida
CHRISTOPHER W. KANAGA*
(Admitted in Massachusette & Colorado Only)
BARBARA J. STAROS

SPECIAL CONSULTANTS PETE MITCHELL* R.Z. SAFLEY*

*not a member of the Florida Bar August 11, 2000 TALLAHASSEE OFFICE: 215 SOUTH MONROE STREET 2ND FLOOR TALLAHASSEE, FLORIDA 32301 (350) 222-3533 FAX (850) 222-2126

TAMPA OFFICE: 7650 COURTNEY CAMPBELL CAUSEWAY, SUITE 220 TAMPA, FLORIDA 33607 (813)639-9599 FAX (813) 639-1488

EMAIL: email@penningtonlawfirm.com

REPLY TO: P.O. BOX 10095 TALLAHASSEE, FL 32302-2095

HAND DELIVERY

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32301 **700003354437**—3 -08/14/00--01002--013 ******43.75 ******43.75

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:

Douglas S. Bell
Pennington, Moore, Wilkinson, Bell & Dunbar, P. A.
215 South Monroe Street, 2nd Floor (32301)
Post Office Box 10095
Tallahassee, FL 32302-2095
(850) 222-3533

OF ALLAHASSEE TALLAHASSEE TALL

Enclosures

SECRETARY OF STATE TALL AHASSEE, FLORIDA

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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 $\underline{\delta}$, 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:

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



- 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 by 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 <u>9</u> day of August, 2000.

The National Cyber Agent Association, Inc.

y: V

Lisa Layne, Director / CILAITMAN

Karla Reynolds, Director