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Florida Department of State
Division of Corporations
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BASIC AMENDMENT

LEVEL2.COM, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LEVEL2.COM, INC.**

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TALLAHASSEE
SECRETARY OF STATE

Pursuant to the Business Corporation Act of the State of Florida, the undersigned President of Level2.com, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document P00000004327 does hereby certify:

That pursuant to a Written Consent of the Board of Directors dated August 15, 2000, and the Written Consent of the holders of a majority of the shares of capital stock of the Corporation dated February 12, 2001, the Board of Directors and Majority Shareholders approved the following amendment to the Corporation's Articles of Incorporation;

Article III of the Articles of Incorporation of the Corporation shall be deleted in its entirety, and replaced with the following:

"The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 10,000,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

On the date of filing of these Articles of Amendment with the Secretary of State of the State of Florida, every one hundred (100) issued and outstanding shares of the Corporation's previously authorized common stock, par value \$.01 per share (the "Old Common Stock") shall thereby and thereupon be reclassified and converted into one (1) validly issued, fully paid and nonassessable share of common stock (the "New Common Stock"). Each certificate that theretofore represented shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; provided, however, that each person holding of record a stock certificate or certificates that represented shares of Old Common Stock shall receive, upon surrender of stock

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certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of New Common Stock to which such person is entitled, except that no fractional shares resulting from the combination shall be issued, any such fractional share to be converted to the right of the holder thereof to receive one share of New Common Stock."

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Written Consent of the Board of Directors on August 15, 2000 and by the Written Consent of the holders of a majority of the shares of capital stock of the Corporation on February 12, 2001. Therefore, the amendment to the Corporation's Articles of Incorporation was duly approved by all necessary corporate action.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Articles of Incorporation of the Corporation to be signed in its name by its President on February 12, 2001.



Marcos Konig, President

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