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BASIC AMENDMENT

LEVEL2.COM, INC.

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

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

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;

**FIRST:** Article IV of the Articles of Incorporation of the Corporation shall be deleted in its entirety.

**SECOND:** Article IX of the Articles of Incorporation of the Corporation shall be deleted in its entirety.

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 March 1, 2001.

  
\_\_\_\_\_  
Marcos Korrig, President

Clint J. Gage, Esq., FL Bar #0191779  
Atlas Pearlman, P.A.  
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