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BASIC AMENDMENT
LEVEL2.COM, INC.

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12/8/2004

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

Pursuant to Section 607.1006 of 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 State of Florida bearing document P00000004327 certifies:

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

ARTICLE III
CAPITAL STOCK

"The Corporation is authorized to issue and have outstanding at any one time an aggregate number of Twenty Million (20,000,000) 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."

SECOND: In accordance with Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, the foregoing amendment was adopted pursuant to written consent of the Board of Directors and a majority of the holders of the voting capital stock of the Corporation, effective May 1, 2004. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to be signed in its name by its President this 1st day of May, 2004.



Marcos Konig, President

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