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DIVISION OF CORPORATIONS

BASIC AMENDMENT

LEVEL2.NET, INC.

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ATLAS PEARLMAN, P.A.
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LEVEL2.NET, INC.**

Pursuant to the Business Corporation Act of the State of Florida, the undersigned President of Level2.net, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing Document P00000004329 does hereby certify:

That pursuant to a Written Consent of the Board of Directors dated August 15, 2000, and the Written Consent of the sole shareholder of the Corporation dated August 15, 2000, the Board of Directors and sole Shareholder 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 sole shareholder of the Corporation on August 15, 2000. 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.



Marcus Konig, President

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