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This Amendment #1
in a series of 4
total amendments to
be filed consecutively

BASIC AMENDMENT

INTERNET SATELLITE PLATFORM, INC.

Certificate of Status	1
Certified Copy	1
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Corporate Filing

Public Access Help

Amend.
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4/7/04

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
INTERNET SATELLITE PLATFORM, INC.**

Pursuant to the requirements of Sections 607.1003 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Amended and Restated Articles of Incorporation of Internet Satellite Platform, Inc. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on January 20, 2000:

1. All the members of the Board of Directors of the Corporation have proposed an amendment to the Amended and Restated Articles of Incorporation (as amended, the "Articles"), and the Board of Directors and the Shareholder of the Corporation have voted to approve and adopt said amendment on April 5, 2004. Therefore, Section 1 of Article VI of the Articles shall be deleted in its entirety and the following inserted in its place:

"1. The total number of shares of capital stock which the Corporation has the authority to issue is 250,000,000 shares, which shall consist of 175,000,000 shares of Common Stock, no par value per share ("Common Stock") and 75,000,000 shares of Preferred Stock, no par value per share ("Preferred Stock")."

2. All other provisions of the Articles shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles was adopted and approved by a majority of the shareholders on April 5, 2004, and the number of votes cast for such amendment was sufficient for approval.

4. The foregoing amendment to the Articles was adopted and approved by the sole holder of the Series A Preferred Stock, who was entitled to vote separately on the amendment, on April 5, 2004, and the number of votes cast for such amendment was sufficient for approval.

5. The foregoing amendment to the Articles was adopted and approved by all of the holders of the Series B Preferred Stock, who were entitled to vote separately on the amendment, on April 5, 2004, and the number of votes cast for such amendment was sufficient for approval.

* * *

Apr-06-04 16:28 From:BAKER&HOSTETLER

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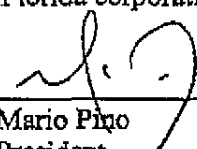
T-024 P 003/003 F-105

DATED this 5th day of April, 2004.

****CORPORATE SEAL****

INTERNET SATELLITE PLATFORM,
INC., a Florida corporation

By: _____


Mario Pino
President