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August 30, 2000

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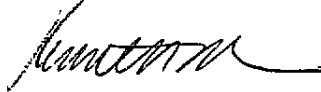
Division of Corporations
SECRETARY OF STATE
409 E. Gaines St.
Tallahassee, FL 32399

Re: Articles of Amendment for MyAreaCode.com, Inc.

Dear Madam or Sir:

Enclosed for filing please find the above referenced document and the requisite filing fee. Please forward a copy of the recorded document to the undersigned at the above address. Thank you.

Sincerely,



Kenneth J. Dunn, Esq.

Enc.

FILED
00 SEP -1 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

SEP 13 2000

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

Pursuant to the provisions of section 607.1006 of the Florida Statutes, the undersigned director adopts and files the following articles of amendment to the articles of incorporation of MyAreaCode.com, Inc.:

Article II shall be amended as follows:

The mailing address of the corporation shall be 3998 FAU Boulevard, Suite 100, Boca Raton, Florida 33431.

Article IV shall be amended as follows:

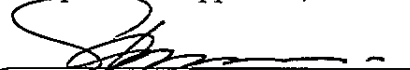
The corporation is authorized to issue ten million (10,000,000) shares of common stock, having a par value of \$.0001.

Article VIII shall be deleted in its entirety.

These articles of amendment were approved by the board of directors without shareholder action and shareholder action was not required.

Signed this 7th day of JUNE, 2000.

Adopted and Approved,



Steven P. Wilson, Sole Director

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA