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BASIC AMENDMENT

EDIRECT, INC.

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ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
EDIRECT, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

FIRST: Article VIII of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

Article VIII - Preemptive Rights

Pursuant to Section 607.0630 of the Florida Business Corporation Act, the shareholders of the Corporation shall have preemptive rights to acquire the Corporation's unissued shares in accordance with the terms set forth in the Shareholders' Agreement dated November 26, 2001 among the Corporation and certain shareholders of the Corporation, as the same may be amended from time to time in accordance with its terms (the "Shareholders Agreement").

SECOND: This amendment was adopted on November 26, 2001.

THIRD: This amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Except as amended hereby, all of the other provisions of the Amended and Restated Articles of Incorporation of the Corporation remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 10 day of December, 2001.

EDIRECT, INC.

By: _____

Name: Charles W. Sparker

Title: Chairman of the Board of Directors

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