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**BASIC AMENDMENT
SUPERTEL NETWORK INC.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 31, 2000

SUPERTEL NETWORK INC.
295 BARNES BLVD.
ROCKLEDGE, FL 32955

SUBJECT: SUPERTEL NETWORK INC.
REF: P00000022390

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Karen Gibson
Corporate Specialist

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AUDIT NO. (((H00000014192 9)))

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
SUPERTEL NETWORK, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, and its Articles of Incorporation, the undersigned corporation adopts the following Amendment to its Articles of Incorporation, as originally filed with the Secretary of State of the State of Florida on March 3, 2000.

I. The name of the Corporation is SuperTel Network, Inc.

II. The following amendment to the Articles of Incorporation was adopted by the corporation:

A. Article IV is hereby amended by altering it in its entirety so as to read:

"ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred million
(100,000,000) shares of \$0.01 par value common stock."

III. The amendment to the Articles of Incorporation was adopted pursuant to section 607.1005, Florida Statutes, wherein the Incorporator may amend the Articles of Incorporation if shares have not yet been issued.

IV. The above Amendment does not require shareholder approval, as shares have not yet been issued.

V. The above Amendment was adopted by the Incorporator on the 30th day of March, 2000.

SUPERTEL NETWORK, INC.

By: _____

James M. O'Brien, Incorporator

James M. O'Brien, Esq.
Florida Bar No. 516589
O'Brien, Riemenschneider & Kancilia, P.A.
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Melbourne, FL 32901
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