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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 29 PM 12:29

FACSIMILE
(305) 858-4777

FEDERAL EXPRESS

June 28, 2000

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

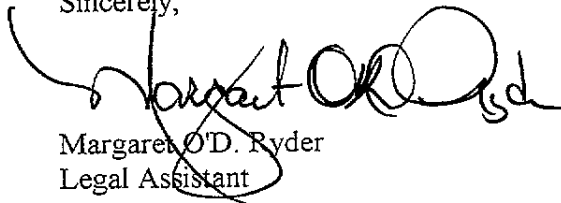
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Coloconnection, Inc., Increased Capitalization Amendment

Ladies and Gentlemen:

Enclosed herein are the original Articles of Amendment to the Articles of Incorporation on behalf of the captioned company, increasing its authorized capital from 10,000,000 shares to 15,000,000 shares of common stock. Also enclosed is a check in the amount of \$43.75 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Amendment to me in the enclosed self-addressed, prepaid Federal Express envelope. If you have any questions please call me at (305) 860-7362.

Sincerely,


Margaret O'D. Ryder
Legal Assistant

MOR
cc: Brian K. Goodkind

Amend.

MOR/C.LTRCOV/296957/08316.031

V. SHEPARD JUL 14 2000

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
COLOCONNECTION, INC.

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1. The name of this corporation is Coloconnection, Inc., a Florida corporation (the "Company"), whose principal office address is 2601 South Bayshore Drive, Ninth Floor, Miami, Florida 33133.

2. Article IV, of the Articles of Incorporation of Coloconnection, Inc., as amended, is hereby deleted in its entirety and amended to read as follows:

"ARTICLE IV- CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 15,000,000 shares of common stock, having a par value of \$.01 per share."

3. The foregoing amendment was adopted by the Directors of the Company on June 23, 2000, by unanimous written consent of such directors entitled to vote.

4. None of the Company's 10,000,000 shares of common stock, par value \$.01 per share, have been issued as of this date and as of the date of the adoption of the amendment.

IN WITNESS WHEREOF, the undersigned have duly executed the Articles of Amendment on this 26 day of June, 2000.

(Corporate Seal)

Coloconnection, Inc.

BY: [Signature]
Brian K. Goodkind, Executive Vice President,
Secretary and Director

AND BY: [Signature]
Robert I. Finvarb, Vice President

STATE OF FLORIDA)
)
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 26 day of June, 2000 by Brian K. Goodkind and Robert I. Finvarb, the Executive Vice President and Secretary, and Vice President, respectively, of Coloconnection, Inc., a Florida corporation, on behalf of the corporation. They are personally known to me.

[Signature]
Notary Public, State of Florida
Margaret O'D. Ryder (Print Name)
(SEAL)

My Commission Expires: _____
296301



Margaret O'D. Ryder
MY COMMISSION # CC55590 EXPIRES
September 15, 2000
BONDED THRU TROY FAIR INSURANCE, INC.