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OF COUNSEL

RICHARD T. AVIS ♦

♦ ALSO ADMITTED IN
N.Y. & ILLINOIS

REFER TO FILE NO.

PO0000042725

TRANSMITTAL LETTER

May 4, 2000

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-05/15/00--01143--005
*****35.00 *****35.00

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

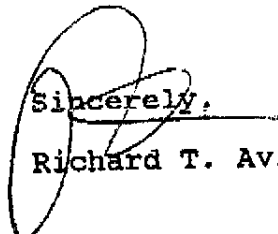
SUBJECT: Internet Quality & Performance, Inc.

Enclosed is an original and one (1) copy of the Articles of Amendment, changing the name of the subject corporation to "Gatorbait Telephony and Technology, Inc.", and a check for \$35.00. Please stamp the original of these documents to show the date of filing and the filing number and remit to me. We do not require a certified copy at this time.

FROM/ RETURN TO: Richard T. Avis, Esq.
1325 Snell Isle Blvd., Suite 205C
St. Petersburg, Fl. 33704

Thank you for your assistance in this matter.

NC
5-26-00
RTA

Sincerely,

Richard T. Avis

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 15 PM 12:31

FILED

RTA/lbj
Enclosures

FILED

00 MAY 15 PM 12:31

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERNET QUALITY & PERFORMANCE, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Amend Article I, change name from Internet Quality & Performance, to Gatorbait Telephony and Technology, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: May 4, 2000

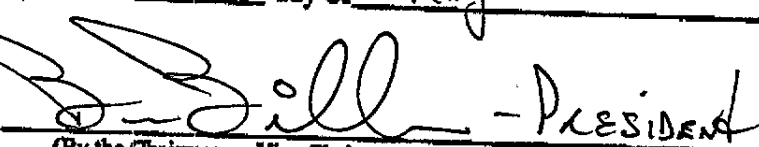
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 4 day of May 2000

Signature

 - PRESIDENT

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kamill Hilberth

Typed or printed name

Incorporator

Title