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R O M A N & R O M A N

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Stephanie A. Fenton
Elizabeth M. Mancini

September 1, 2000

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment filing
GatorBait Telephony and Technology, Inc.

200003382032--3
-09/05/00--01119--017
*****35.00 *****35.00

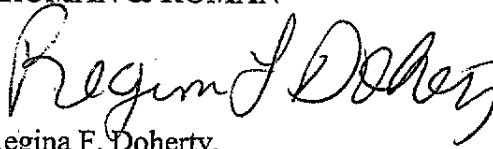
Dear Sirs:

Enclosed please find signed Articles of Amendment to the Articles of Incorporation for GatorBait Telephony and Technology, Inc. Also enclosed please find a check in the amount of \$35.00 to cover the cost of filing same. Please confirm the filing of the Articles of Amendment on the additional copy which is enclosed and return the same to me in the enclosed envelope.

If you have any questions regarding this please call me. Thank you for your attention to this matter.

Very truly yours,

ROMAN & ROMAN


Regina F. Doherty,
Legal Assistant

FILED
00 SEP -5 AM 9:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

rfd
Enclosures

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Amend.

T BROWN SEP 14 2000

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
GATORBAIT TELEPHONY AND TECHNOLOGY, INC.**

FILED
00 SEP -5 AM 9:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporation, in accordance with Florida General Corporation Act and its

Bylaws, hereby adopts the following Articles of Amendment:

1. **ARTICLE IV CAPITAL STOCK.** The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Twenty Million (20,000,000) shares of common stock having no par value per share.

2. **ARTICLE XII AMENDMENT.** These Articles of Incorporation may be amended at any time by a vote of the majority of the Shareholders of the Corporation, in person or by proxy at which a quorum is present, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

3. **ARTICLE XIV BYLAWS.** The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, but the Board of Directors may not alter, amend or repeal any portion of the Bylaws if wherein the Bylaws provide that the same shall not be altered, amended or repealed by the Board of Directors, without the Shareholders approval.

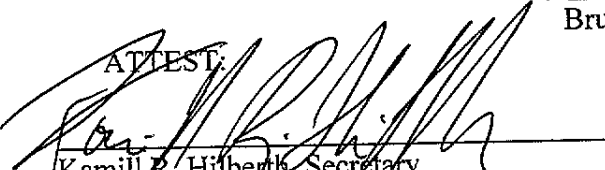
The foregoing amendment has been adopted by written consent of all of the directors and all of the shareholders of the corporation pursuant to Chapter 607, Florida Statutes, on the 8 day of August, 2000.

The effective date of such consent of this Amendment is as of the date hereof and consents of all directors and shareholders are attached. In witness whereof, the undersigned has executed, signed and consented to these Articles of Amendment this 8 day of August, 2000.

GATORBAIT TELEPHONY AND TECHNOLOGY, INC.

By: 
Bruce Billow, President

ATTEST:

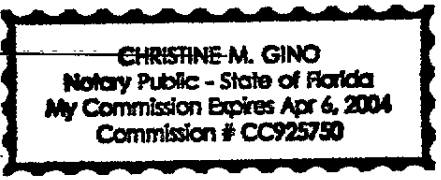

Kamill R. Hilbertk, Secretary

STATE OF FLORIDA)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 9 day of August, 2000, by Bruce Billow, as President, and Kamill R. Hilberth, as Secretary, of the above-stated corporation, on behalf of said corporation, who produced _____ as identification.

My commission expires: Christine M. Gino
Notary Public

Printed Notary Name



CONSENT

The undersigned, constituting all of the shareholders and all of the directors of Gatorbait Telephony and Technology, Inc., hereby consent and approve of the foregoing Articles of Amendment.

Bruce Billow, President
Shareholder/Director

Stephen Bennett, Vice-President
Shareholder/Director

Bruce Billow, Treasurer
Shareholder/Director

Kamill R. Hilberth, Secretary
Director