



P00000049181

Miami, August 8, 2000

Division of Corporations

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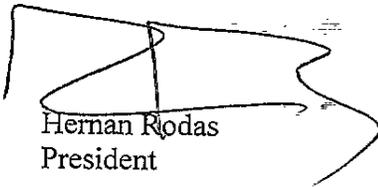
To whom it may concern

We are sending the Articles of Amendment to Articles of Incorporation of NETCRT.COM, INC.

Our Account Number is 07 21 00 00 00 32

If you have any doubt don't hesitate to contact us at 305 - 994 78 18

Sincerely


Herman Rodas
President

FILED
00 AUG 25 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS SEP 8 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 15, 2000

HERNAN RODAS
NETCRT.COM, INC.
1571 N.W. 93RD AVENUE
MIAMI, FL 33172

SUBJECT: NETCRT.COM, INC.
Ref. Number: P00000049181

We have received your document for NETCRT.COM, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 700A00043779

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NETCRT.COM, INC.

FILED
00 AUG 25 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, Netcrt.com, Inc., a Florida corporation, by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Netcrt.com, Inc.
2. The text of the amendment adopted is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended by amending ARTICLE III thereof to read as follows:

Authorized Shares

(1) **Authorized Capital Stock.** The aggregate number of shares which the corporation shall have authority to issue is 15,000,000, consisting of (i) 10,000,000 shares of Common Stock, \$.01 par value (the "Common Stock"), and (ii) 5,000,000 shares of Preferred Stock, \$.001 par value (the "Preferred Stock").

(2) **Common Stock.** Holders of the Common Stock shall be entitled to one vote per share on all matters submitted to a vote of the shareholders of the corporation, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock. Subject only to the prior rights and preferences of the Preferred Stock, the holders of the Common Stock shall be entitled to dividends thereon, when, as and if declared by the board of directors out of funds of the corporation legally available therefor. In the event of any dissolution or liquidation of the corporation, the holders of the Common Stock shall be entitled to receive, pro rata, after the rights of the holders of the Preferred Stock have been satisfied, all of the assets of the corporation remaining available for distribution, if any.

(3) **Preferred Stock.** Shares of the Preferred Stock may be issued from time to time in one or more series. The board of directors by resolution shall establish each series of Preferred Stock and fix and determine the number of shares and the designations, preferences,

limitations and relative rights of each such series, provided that all shares of the Preferred Stock shall be identical except as to any relative rights and preferences, as to which there may be variations fixed and determined by the board of directors between different series including, without limitation, the following:

(a) Special, unconditional or limited voting rights or no right to vote.

(b) Whether the shares are redeemable or convertible, at the option of the corporation, the shareholder or another person or upon the occurrence of a designated event, for cash, indebtedness, securities or other property or in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events.

(c) Rights to distributions calculated in any manner, including dividends that may be cumulative, noncumulative or partially cumulative.

(d) Preferences over any other class or series of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation.

Except to the extent expressly prohibited in the rights and preferences previously-designated for any series of Preferred Stock or by the laws of the State of Florida, the board of directors may, without a vote thereon by the holders of any previously-designated series of Preferred Stock, (i) increase the number of shares of any such previously-designated series or (ii) establish a new series of Preferred Stock and fix and determine rights and preferences for such new series which rank pari passu with, or are prior and superior to, any of the rights and preferences of any such previously-designated series.

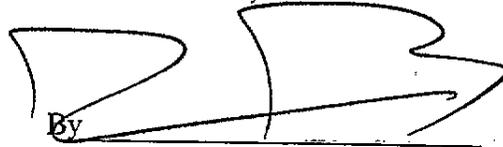
(4) **No Preemptive Rights.** No holder of Common Stock or Preferred Stock of the corporation shall have any preemptive or preferential right to subscribe to or purchase any shares of Common Stock or Preferred Stock of the corporation, whether now or hereafter authorized, or any obligations convertible into shares of Common Stock or Preferred Stock of the corporation, all preemptive and preferential rights being expressly denied.

3. The date of the adoption of the amendment by the board of directors of the corporation was May 17, 2000.

4. The amendment was adopted by the board of directors without shareholder action. Shareholder action was not required because the corporation had not yet issued shares.

Dated: May 17, 2000.

NETCRT.COM, INC.

A large, stylized handwritten signature in black ink, appearing to read 'HR', is written over a horizontal line.

By

Hernan Rodas,
President /Director