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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

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August 1, 2000

VIA REGULAR MAIL

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

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-08/03/00-01039-003
*****43.75 *****43.75

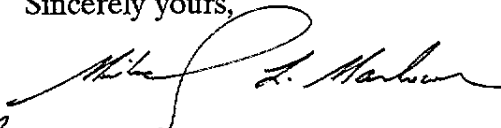
Re: Articles of Amendment to the Articles of Incorporation of Global
Development Network, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment to the
Articles of Incorporation of Global Development Network, Inc., together with a check for
\$43.75 to cover the filing fee and certified copy fee.

Once the Articles of Amendment have been filed, please return the certified copy
to this office.

Sincerely yours,


for William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Franciscus J. du Mee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF GLOBAL DEVELOPMENT NETWORK, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is GLOBAL DEVELOPMENT NETWORK, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

The Board of Directors of the Corporation approved a resolution amending Article III of the Articles of Incorporation in a meeting held on July 13, 2000 and the shareholders unanimously approved the resolution amending Article III of the Articles of Incorporation in a meeting held on July 13, 2000. The following is a true and correct copy of the resolutions amending Article 3 of the Articles of Incorporation:

RESOLVED, that Article III of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

Article III - CAPITAL STOCK


The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated July 13, 2000.

GLOBAL DEVELOPMENT NETWORK, INC.

By: 
Franciscus J. du Mee, President

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA