

P000000078405

LAW OFFICES

HARRIS, BARRETT, MANN & DEW

A FLORIDA LIMITED LIABILITY PARTNERSHIP

SUITE 1500, SOUTHTRUST BANK BUILDING  
150 SECOND AVENUE NORTH  
P.O. DRAWER 1441  
ST. PETERSBURG, FLORIDA 33731-1441  
TELEPHONE (727) 892-3100  
FAX (727) 898-0227  
FAX (727) 894-2158  
PLEASE REPLY TO:

1715 N. WESTSHORE BOULEVARD, STE. 750  
TAMPA, FLORIDA 33607-3926  
TELEPHONE (813) 287-0550  
FAX (813) 289-5331

811-B CYPRESS VILLAGE BOULEVARD  
RUSKIN, FLORIDA 33573-6724  
TELEPHONE (813) 633-3396  
FAX (813) 633-3397

PAMELA A. M. CAMPBELL  
JACK S. CAREY  
WILLIAM F. DAVENPORT, JR.  
KRISTIN A. DEMERS  
JOHN C. DEW  
FRANK J. GRECO  
THOMAS M. HARRIS  
TROY W. HOLLAND  
BETH A. HORNER  
CAMILLE J. IURILLO  
PATRICIA J. KELLY  
JOHN R. KIEFNER, JR.  
JUDITH R. KOCH  
EVELYN F. KUTTNER  
JOHN C. LAVERY  
SAM H. MANN, JR.  
V. JEAN OWENS  
JAMES S. RENALDO  
SAMUEL A. ROACH  
MATTHEW G. SCHINDEL  
REBECCA L. SHAW  
BARBARA A. SINSLEY

Post Office Drawer 1441  
St. Petersburg, Florida 33731-1441

September 8, 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 11 PM 2:20

**VIA FEDERAL EXPRESS**

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

000003388970--0  
-09/11/00--01138--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: New Local Networks.com, Inc.

To whom it may concern:

Enclosed please find our firm's check in the amount of \$35.00, representing the filing fee for the Articles of Amendment to Articles of Incorporation of New Local Networks.com, Inc. Kindly forward a confirmation of the filing of the enclosed information to the address above.

Thank you for your cooperation in this matter. Should you have any questions, please don't hesitate to contact me.

Very Truly Yours,

HARRIS, BARRETT, MANN & DEW, L.L.P.

*James S. Renaldo*  
James S. Renaldo

JSR/ljd  
Enclosure

*Amend & N/c*

V. SHEPARD SEP 25 2000

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
NEW LOCAL NETWORKS.com, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 11 PM 2:20

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.

The following provisions of the Articles of Incorporation of the Corporation are amended in the following particulars:

ARTICLE I is deleted and replaced with the following:

**ARTICLE I**

The name of the corporation is New Local Networks, Inc.

ARTICLE III is deleted and replaced with the following:

**ARTICLE III**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one-hundred million (100,000,000) common shares having no par value per share.

ARTICLE VI is deleted and replaced with the following:

**ARTICLE VI**

The names and address of the initial Board of Directors of the corporation is:

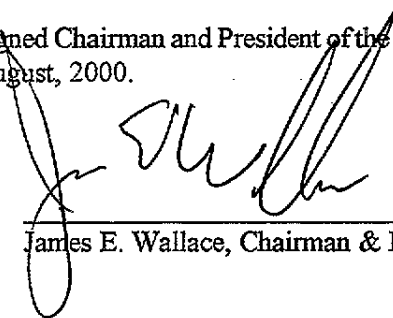
James P. Maguire  
R.S. Thomson, Jr.

Robert J. Passaneau  
James E. Wallace

3545 Universal Plaza, Holiday, Florida 34652

These amendments to the Articles of Incorporation have been adopted and ratified as of this 25<sup>th</sup> day of August 2000, by the initial Board of Directors without shareholder action and shareholder action was not required. No further action was required under the Articles of Incorporation or Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned Chairman and President of the Corporation has executed these Articles of Amendment this 25<sup>th</sup> day of August, 2000.

  
\_\_\_\_\_  
James E. Wallace, Chairman & President