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November 1, 2000

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\*\*\*\*\*70.00 \*\*\*\*\*35.00

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

Re: Officer/Director Resignation and Articles of Amendment  
NetAdvisors Realty, Inc.  
Our File 42510-0001

Ladies and Gentlemen:

Enclosed are the following to be filed in the order listed:

1. Officer/Director Resignation; and
2. Articles of Amendment to Articles of Incorporation of NetAdvisors Realty, Inc.

Also enclosed is Mr. Scott's check payable to the Secretary of State representing the aggregate filing fees of \$70.00 (2 filings at \$35.00 each).

Please file the Resignation and Articles of Amendment upon receipt of this transmittal and provide us with an acknowledgment of the filings in the enclosed self-addressed return envelope. Should you have any questions regarding the enclosed, please call me collect. Thank you.

Sincerely,



Christine L. Greene  
Paralegal

Amend  
11-2000  
PHE

Enclosure

cc: Jeffrey Drew Butt, Esq. (w/o encl.)  
Mr. Michael Scott (w/o encl.)

FILED  
00 NOV -7 AM 9:24  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NETADVISORS REALTY, INC.

FILED  
00 NOV -7 AM 9:24  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*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:** Delete Article VII "Directors" from the Articles of Incorporation and substitute the following in its place and stead:

"This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased (by a unanimous vote of all shareholders of the Corporation), but not to less than one (1) from time to time by the holders of a majority of the outstanding shares of the Corporation at any regular or special meeting of shareholders, but no decrease shall have the effect of shortening the term of an incumbent director (unless the shareholders remove the director).

The name and street address of the current director is:

Michael Fields  
201 South Beverly Avenue  
Tampa, Florida 33609

**SECOND:** Delete Article VIII "Officers" from the Articles of Incorporation and substitute the following in its place and stead:

"The names and addresses of the current officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed are:

Michael Fields, President, Secretary and Treasurer  
201 South Beverly Avenue  
Tampa, Florida 33609"

**THIRD:** The date of this amendment's adoption: October 25, 2000

**FOURTH:** The amendments were approved by the sole shareholder and the sole director. The number of votes cast for the amendments were sufficient for approval.

Signed this 25<sup>th</sup> day of October, 2000.

Signature: Michael W. Fields  
Michael Fields, as Director and President