

P000000089292

October 27, 2000

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

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-11/09/00--01086--019
*****52.50 *****52.50


Re: Filing Request: Articles of Amendment

Ladies and Gentlemen:

Please find enclosed for filing the Articles of Amendment to Articles of Incorporation of a new Florida Corporation. Also enclosed is a check in the amount of \$52.50 as the appropriate filing fee.

Please return the copy (or filing receipt), stamped to show the changes, to the undersigned via the enclosed self-addressed stamped envelope.

Sincerely,



Neil Elliot
2611 Old Okeechobee Road
West Palm Beach, Florida 33409

FILED
00 DEC 13 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN DEC 13 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 21, 2000

NEIL ELLIOT
2611 OLD OKEECHOBEE ROAD
W. PALM BEACH, FL 33409

SUBJECT: NETIME INC.
Ref. Number: P00000089292

We have received your document for NETIME INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 300A00059644

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NETime Inc.**

FILED
00 DEC 13 AM 9:57
SECRETARY 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: Amendment(s) adopted: *Article V is being amended to read as follows:*

Article V Corporate Purpose Statement:

The purposes and general nature of the business to be conducted and transacted by the corporation shall be as follows:

- A. To do and transact any and all business as permitted under the Laws of the State of Florida and the United States of America.
- B. To purchase for investment and resale, and to traffic in land, property, houses and buildings and other property of any nature. To create, sell, and deal in freehold and leasehold ground rents. To make advances upon the security of land or houses or other property. To deal in any manner with real and personal property.
- C. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, and other negotiable instruments, whether secured by mortgage pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased or acquired, or for other lawful objects.
- D. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock, or any bonds, securities, or other evidences of indebtedness, created by any corporation and while owner of such stock or evidences of indebtedness, including the right to vote according to the rights of said instruments and agreements.
- E. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; and provided further, that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholder's quorum or vote.

Without limiting any of the purposes, powers and objects of this corporation, it is expressly declared and provided that this corporation shall have power in

carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of the objects hereinabove specified, to make and perform contracts of any kind and description and to do any and all another acts and things, and to exercise any and all powers, either as principal agent or broker, conferred by the Laws of Florida upon corporations, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

Article VI is being added to read as follows:

Article VI Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

Ana Beatriz Higgins
30141 Agoura Road, Suite 205
Agoura Hills, California 91301

SECOND: If an amendment provided for an exchange, reclassification or cancellation of issues shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

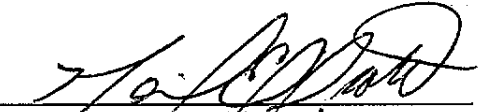
Not applicable.

THIRD: The date of each amendment's adoption: October 24, 2000.

FOURTH: Adoption of Amendment(s)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 31 day of Oct, 2000

Signature 
Neil Elliott, President / Director