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**BASIC AMENDMENT**

**HOURLPLANET, INC.**

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**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
HOURPLANET, INC.**

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of HourPlanet, Inc. (the "Company") are hereby amended according to these Articles of Amendment:

**FIRST:** The first paragraph of Article V, entitled Authorized Shares, is amended in its entirety to read as follows:

The stock of the Corporation shall be divided into two classes: 50,000,000 shares of common stock having a par value of \$.0001 per share, and 10,000,000 shares of preferred stock having a par value of \$.01 per share.

**SECOND:** This amendment was approved by written consent of the board of directors and sole shareholder on October 14, 2000.

IN WITNESS WHEREOF, the undersigned President of the Company has executed this instrument this 14 day of October, 2000.

  
Matthew Ogden, President

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