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BASIC AMENDMENT

IBIDAMERICA, INC.

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AMEND
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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

October 31, 2002

IBIDAMERICA, INC.
934 N. UNIVERSITY DRIVE
202
CORAL SPRINGS, FL 33071

SUBJECT: IBIDAMERICA, INC.
REF: F01000012615

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

SINCE THIS AMENDMENT IS BEING FILED PURSUANT TO FLA. STATUTE 1006 AND NOT FLA. STATUTE 607.0602, IT MUST INCLUDE A STATEMENT THAT NO SHAREHOLDER APPROVAL IS REQUIRED AND THE SIGNOR'S TITLE MUST INCLUDE "DIRECTOR".

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
IBIDAMERICA, INC.

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President and a Director of IBIDAMERICA, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P01000012615, does hereby certify:

FIRST: The Articles of Incorporation provide for authorization of one million (1,000,000) shares of Preferred Stock with a par value of \$.001 per share, and, further, authorize the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the unissued shares of Preferred Stock not then allocated to any series into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established. No shareholder approval is required for these actions.

SECOND: Article 3 of the Corporation's Articles of Incorporation shall be amended to include the following designations:

1. Series D Convertible Preferred Stock. 100,000 shares of Preferred Stock shall be designated as Series D Convertible Preferred Stock, \$100 stated value per share, which shall have the powers, preferred rights, qualifications, limitations and restrictions as follows:

(i) Dividends. The Series D Convertible Preferred Stock shall be entitled to receive a dividend of \$10.00 per share each year on the anniversary of its original issuance and such dividend shall accumulate in each year it is not paid. In the event of redemption or conversion of any such shares, the dividend from the last anniversary of the date of issuance shall be prorated to the date of such conversion or redemption.

(ii) Redemption and Conversion. The Series D Convertible Preferred Stock shall be redeemed five years after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at \$1.00 per share. At the option of the holder, each share of Series D Convertible Preferred Stock may be redeemed at any time after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at \$1.00 per share.

(iii) Liquidation. Upon dissolution, liquidation or winding up of the Corporation, the holders of the Series D Convertible Preferred Stock shall be entitled to receive, before any distribution is made to the holders of shares of common stock of the Corporation, the stated value of \$100 per share plus accumulated but unpaid dividends and no more. In the

event the amount available to pay the holders of the Series D Convertible Preferred Stock, Series E Convertible Preferred Stock and Series F Convertible Preferred Stock, shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the holders of such series of Preferred Stock then the amount legally available for distribution shall be distributed among the Holders of the Series D Convertible Preferred Stock, Series E Convertible Preferred Stock and Series F Convertible Preferred Stock, pro rata, based on the respective liquidation amounts to which the Holders of each such series are entitled.

(iv) Voting. To the extent that under the Florida Business Corporation Act the vote of the holders of the Series D Convertible Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or consent of the holders of at least a majority of the shares of the Series D Convertible Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Series D Convertible Preferred Stock shall constitute the approval of such action by the class.

2. Series E Convertible Preferred Stock. 150,000 shares of Preferred Stock shall be designated as Series E Convertible Preferred Stock, \$100 stated value per share, which shall have the powers, preferred rights, qualifications, limitations and restrictions as follows:

(i) Dividends. The Series E Convertible Preferred Stock shall be entitled to receive a dividend of \$8.00 per share each year on the anniversary of its original issuance and such dividend shall accumulate in each year it is not paid. In the event of redemption or conversion of any such shares, the dividend from the last anniversary of the date of issuance shall be prorated to the date of such conversion or redemption.

(ii) Redemption and Conversion. The Series E Convertible Preferred Stock shall be redeemed five years after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of redemption, but in any event for not more than one (1) million shares. At the option of the holder, each share of Series E Convertible Preferred Stock may be redeemed at any time after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of conversion, but in any event for not more than one (1) million shares.

(iii) Liquidation. Upon dissolution, liquidation or winding up of the Corporation, the holders of the Series E Convertible Preferred Stock shall be entitled to receive, before any distribution is made to the holders of shares of common stock of the Corporation, the stated value of \$100 per share plus accumulated but unpaid dividends and no more. In the event the amount available to pay the holders of the Series D Convertible Preferred Stock, Series E Convertible Preferred Stock and Series F Convertible Preferred Stock, shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the holders of such series of Preferred Stock then the amount legally available for distribution shall be distributed among the Holders of the Series D

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Convertible Preferred Stock, Series E Convertible Preferred Stock and Series F Convertible Preferred Stock, pro rata, based on the respective liquidation amounts to which the Holders of each such series are entitled.

(iv) Voting. To the extent that under the Florida Business Corporation Act the vote of the holders of the Series E Convertible Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or consent of the holders of at least a majority of the shares of the Series E Convertible Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Series E Convertible Preferred Stock shall constitute the approval of such action by the class.

3. Series F Convertible Preferred Stock. 10,000 shares of Preferred Stock shall be designated as Series F Convertible Preferred Stock, \$100 stated value per share, which shall have the powers, preferred rights, qualifications, limitations and restrictions as follows:

(i) Dividends. The Series F Convertible Preferred Stock shall be entitled to receive a dividend of \$8.00 per share each year on the anniversary of its original issuance and such dividend shall accumulate in each year it is not paid. In the event of redemption or conversion of any such shares, the dividend from the last anniversary of the date of issuance shall be prorated to the date of such conversion or redemption.

(ii) Redemption and Conversion. The Series F Convertible Preferred Stock shall be redeemed five years after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of redemption. At the option of the holder, each share of Series F Convertible Preferred Stock may be redeemed at any time after original issuance at the stated value, plus all accumulated and unpaid dividends, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of conversion.

(iii) Liquidation. Upon dissolution, liquidation or winding up of the Corporation, the holders of the Series F Convertible Preferred Stock shall be entitled to receive, before any distribution is made to the holders of shares of common stock of the Corporation, the stated value of \$100 per share plus accumulated but unpaid dividends and no more. In the event the amount available to pay the holders of the Series D Convertible Preferred Stock, Series E Convertible Preferred Stock and Series F Convertible Preferred Stock, shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the holders of such series of Preferred Stock then the amount legally available for distribution shall be distributed among the Holders of the Series D Convertible Preferred Stock, Series E Convertible Preferred Stock and Series F Convertible Preferred Stock, pro rata, based on the respective liquidation amounts to which the Holders of each such series are entitled.

(iv) Voting. To the extent that under the Florida Business Corporation Act the vote of the holders of the Series F Convertible Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or

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consent of the holders of at least a majority of the shares of the Series F Convertible Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Series F Convertible Preferred Stock shall constitute the approval of such action by the class.

Series G Convertible Preferred Stock. 45,000 shares of Preferred Stock shall be designated as Series G Convertible Preferred Stock, \$100 stated value per share, which shall have the powers, preferred rights, qualifications, limitations and restrictions as follows:

(i) Redemption and Conversion. The Series G Convertible Preferred Stock shall be redeemed five years after original issuance at the stated value, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of redemption, but in any event not more than one (1) million shares. No dividends are issued or accrued. At the option of the holder, each share of Series G Convertible Preferred Stock may be redeemed at any time after original issuance at the stated value, in common stock of the Corporation at 80% of the average closing price of the common stock for the ten (10) trading days prior to the date of conversion, but in any event not more than one (1) million shares. No dividends are issued or accrued.

(ii) Liquidation. Upon dissolution, liquidation or winding up of the Corporation, the holders of the Series G Convertible Preferred Stock shall be entitled to receive, before any distribution is made to the holders of shares of common stock of the Corporation, the stated value of \$100 per share and no more. In the event the amount available to pay the holders of the Series D Convertible Preferred Stock, Series F Convertible Preferred Stock and Series G Convertible Preferred Stock, shall be insufficient to permit the payment to such Holders of the full preferential amounts due to the holders of such series of Preferred Stock then the amount legally available for distribution shall be distributed among the Holders of the Series D Convertible Preferred Stock, Series F Convertible Preferred Stock and Series G Convertible Preferred Stock, pro rata, based on the respective liquidation amounts to which the Holders of each such series are entitled.

(iii) Voting. To the extent that under the Florida Business Corporation Act the vote of the holders of the Series G Convertible Preferred Stock, voting separately as a class, is required to authorize a given action of the Corporation, the affirmative vote or consent of the holders of at least a majority of the shares of the Series G Convertible Preferred Stock represented at a duly held meeting at which a quorum is present or by written consent of a majority of the shares of Series G Convertible Preferred Stock shall constitute the approval of such action by the class.

THIRD: The foregoing amendment was adopted pursuant to written consent of the board of directors of the Corporation dated October 18, 2002, in accordance with Sections 607.0821 of the Florida Business Corporation Act. No shareholder approval was required to enact this amendment.

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CAPITAL CONNECTION

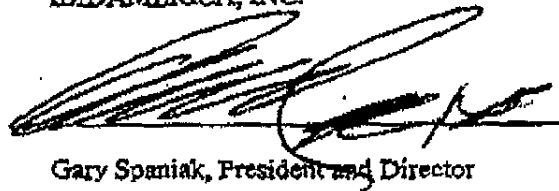
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IN WITNESS WHEREOF, the undersigned, being the President and a Director of this Corporation, has executed these Articles of Amendment as of November 4, 2002.

IBIDAMERICA, INC.

A handwritten signature in black ink, appearing to read "Gary Spaniak", is written over a horizontal line. The signature is stylized and somewhat cursive.

Gary Spaniak, President and Director

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