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To:

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From:

Account Name

: EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255 Phone

: (305)634-3694

Fax Number

: (305)633-9696

BASIC AMENDMENT

NETPC, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

5/8/01 10:58 AN

1 of 2

P.02/02 202 241 3250 May 8, 2001

NETPC, INC. 7421 NW 7 ST SUITE C MIAMI, FL 33126

SUBJECT: NETFC, INC. REF: P01000038772

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

SINCE THE REGISTERED AGENT IS CHANGING, THIS FACT MUST BE CONTAINED IN THE BODY OF THE AMENDMENT ITSELF. THIS WOULD BE AMENDING ARTICLE XIII. THIS MUST BE LISTED UNDER PART FIRST. PLEASE MAKE MENTION OF THIS ARTICLE BEING AMENDED AND GIVE THE NEW AGENT BY NAME AND ADDRESS. THE LAST PAGEWILL SERVE AS THE ACCEPTANCE OF THE NEW AGENT.

Please return 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) 487-6880.

Karen Gibson Corporate Specialist FAX Aud. #: H01000063987 Letter Number: 501A00027542

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

305 541 3770 P.01/05

EMPIRE CORP.

MAY-08-2001 14:28

-40100000 P398J



ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

NETPC, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation,

FIRST:

:

Amendment adopted: Exchange

Article VII Article VIII Article XIII

Article VII DIRECTORS

NAME

ADDRESS

Sergio Cury President

7421 N.W. 7 ST Suite C

Miami, FL 33126

Article VIII SUBSCRIBERS

NAME

ADDRESS

SHARES

Sergio Cury

7421 N.W. 7 ST Suite C

100%

Miami, FL 33126

Article XIII NEW REGISTERED OFFICE AND AGENT

NAME

ADDRESS

Sergio Cury

7421 N.W. 7 ST Suite C

Miami, FL 33126

PREPARED BY: ERNESTO HUERTAS, ACCOUNTANT E & V GREAT PROFESSIONAL, INC 5545 S.W. 8 ST Ste 107 MIAMI, FL 33134 TEL: (305) 265-1566

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SECOND: The date of

The date of each amendment's adoption May 7, 2001

THIRD:

Adoption of Amendment

(X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

() The amendment was/were approved by the shareholders through voting croups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment:

"The number of votes cast for the amendment was/were sufficient for approval by .

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

Signed this 07 day of May, 2001.

Signature_

President

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MAY-08-2001 14:29

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CERTIFICATE OF DESIGNATION REGISTERD AGENT/REGISTED OFFICE

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and Complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Registered Agent
Sergio Cury

7421 N.W. 7 ST Suite C Miami, FL 33126

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MAY-08-2001 14:29