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BASIC AMENDMENT

YOUSPEAK NETWORK, INC.

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Amendment  
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
TO  
YOUSPEAK NETWORK, INC.

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THE YOUSPEAK NETWORK, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article III in its entirety and by substituting, in lieu thereof, the following:

ARTICLE III

The number of shares of stock the corporation is authorized to have outstanding at any one time is Ten Million (10,000,000.) shares, all of which shall be common shares in one class only, each with a par value of \$.001 per share.

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §607.1003, Florida Statutes, all shareholders and directors of the Company having executed a written action, dated April 1, 2004, manifesting their intentions that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 1st day of April, 2004.

YOUSPEAK NETWORK, INC.

  
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William C. Bledsoe, President

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