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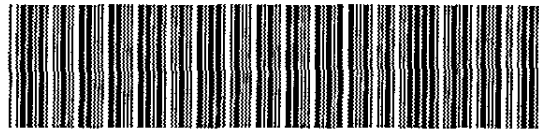
(Business Entity Name)

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Amend

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03 MAR 31 PM 3:48
TALLAHASSEE, FLORIDA

AJR
4/7/03

JACKSON L. MORRIS

Attorney at Law

Admitted in Florida, Georgia and The District of Columbia

March 27, 2003

By Express U.S. Mail or Overnight Courier

Division of Corporations
Department of State - Florida
409 East Gaines Street
Tallahassee, FL 32399

Re: Red Spider Technologies, Inc.
a new Florida for profit corporation
Articles of Amendment

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Amendment for the above-referenced new, for profit corporation and a client check for the filing fee in the amount of \$35. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call me.

Very truly yours,

Jackson L. Morris

Jackson L. Morris
(signed in computer for electronic delivery to client)

Enclosures

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
RED SPIDER TECHNOLOGIES, INC.

Pursuant to the provisions of Section 607.1005, Fla. Stat., the Florida Business Corporation Act, Red Spider, Inc. does hereby amend its Articles of Incorporation as follows:

1. The name of the corporation is Red Spider Technologies, Inc.
2. This Amendment to the Articles of Incorporation was duly approved and adopted on March 27, 2003 by the sole Incorporator, the Corporation not having issued any shares of its capital stock or elected a board of directors.
3. Article IV of the Articles of Incorporation, as amended, shall be and hereby is amended in its entirety, as follows:
 - (a) The Corporation shall be authorized to issue twenty-five million (25,000,000) shares of common stock, all of one class, having a par value of \$.001 per share; and
 - (b) The Corporation shall be authorized to issue ten million (10,000,000) shares of preferred stock, having, as determined by the board of directors, such par value, stated value, liquidation preferences and other preferences, dividend preference, voting rights, right to convert into other authorized securities of the Corporation, limitations and other features and relative rights and being issuable in one or more classes or series within classes, each of which may be, as determined by the board of directors, different from all others as to the features provided herein.

IN WITNESS WHEREOF, the undersigned, sole Incorporator of Red Spider Technologies, Inc., has executed the within Articles of Amendment this 27th day of March, 2003, and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing thereof.

Red Spider Technologies, Inc.

By: 

J. Stuart Grant, Sole Incorporator