

**P03000059326**

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**BASIC AMENDMENT**

**VORTEX BROADBAND COMMUNICATIONS, INC.**

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**FLORIDA DEPARTMENT OF STATE**

**Glenda E. Hood**  
Secretary of State

January 27, 2004

**VORTEX BROADBAND COMMUNICATIONS, INC.**  
16560 ALEXANDER RUN  
JUPITER, FL 33478

**SUBJECT: VORTEX BROADBAND COMMUNICATIONS, INC.**  
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ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF

VORTEX BROADBAND COMMUNICATIONS, INC.

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Pursuant to the provisions of the Florida Business Corporation Act, the undersigned, Terence L. Winsky, being the Chief Executive Officer of Vortex Broadband Communications, Inc., a Florida corporation (the "Corporation"), does hereby certify:

1. The name of the corporation is VORTEX BROADBAND COMMUNICATIONS, INC.

2. The Articles of Incorporation of the Corporation were filed with the Department of State of the State of Florida on May 29, 2003.

3. The Articles of Incorporation of the Corporation are hereby amended to change the principal and mailing address of the Corporation. To effect such amendment, Article II of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"Article II

The principal place of business and mailing address:

1655 Palm Beach Lakes Blvd.  
Suite 402  
West Palm Beach, FL 33401"

4. The Articles of Incorporation of the Corporation are hereby amended to authorize an additional aggregate number of shares of the Corporation. To effect such amendment, Article IV of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"Article IV

The aggregate number of shares which the Corporation shall have the authority to issue shall be Twenty Million (20,000,000) common shares ("Common Shares") with no par value per share. Except as otherwise provided by law, the voting power for the

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election of directors and for all other purposes shall be vested exclusively in the holders of the Common Shares. The holders of the Common Shares shall have one vote per share."

5. The Articles of Incorporation of the Corporation are hereby amended to delete Article VII in its entirety.

6. The foregoing amendment was authorized by the unanimous written consent of the Board of Directors of the Corporation on January 19, 2004 followed by the written consent on January 19, 2004 of the holders of all of the outstanding shares of the Corporation entitled to vote thereon. The number of votes cast for the foregoing amendments by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has subscribed these Articles of Amendment to the Articles of Incorporation this 19th day of January, 2004.

  
Terence L. Winsky, CEO

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