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DIVISION OF CORPORATIONS

BASIC AMENDMENT

VORTEX BROADBAND COMMUNICATIONS, INC.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
OF
VORTEX BROADBAND COMMUNICATIONS, INC.**

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1. The name of the Corporation is Vortex Broadband Communications, Inc.
2. Article IV of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue shall be One Hundred Million (100,000,000) common shares ("Common Shares") with no par value per share. Except as otherwise provided by law, the voting power for the 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.

3. The foregoing amendment was adopted by all of the Directors and Shareholders owning a majority of the stock of the Corporation eligible to vote by a Written Consent signed by them on February 2, 2005, manifesting their intention that this Amendment to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes.

4. There is only one voting group entitled to vote on the foregoing amendment. The number of votes cast for said amendment by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as Chief Executive Officer of the Corporation, has executed these Articles of Amendment this 8th day of February, 2005.


TERENCE L. WINSKY
Chief Executive Officer