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BASIC AMENDMENT

NETWORTH SYSTEMS INC.

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CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
NETWORTH SYSTEMS INC.

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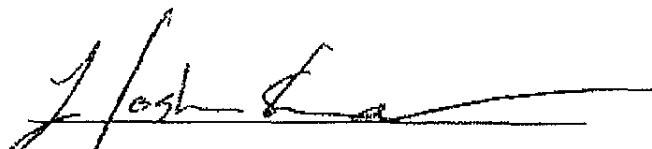
The undersigned, being the chief executive officer **NETWORTH SYSTEMS INC.** (the "Company") and being duly authorized by the Board of Directors hereby certifies that:

FIRST: Article 7, CORPORATE CAPITALIZATION, Section 7.1 is hereby amended to read as follows: The Company is hereby authorized to issue 50 million shares of capital stock, of which 45 million shall be common stock with a par value of \$.001 per share and 5 million shares of class A preferred stock, \$.01 par value per share.

The Board of Directors is expressly authorized to adopt, from time to time, a resolution, or resolutions setting forth the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of the Preferred Stock

The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders evidencing in excess of a majority of the total issued and outstanding capital stock entitled to vote, pursuant to a written consent of the shareholders in lieu of a meeting on January 22, 2004. The number of votes cast by the shareholders for approval of the amendment was sufficient for approval.

IN WITNESS WHEREOF the undersigned hereby submits this Certificate of Amendment to the Articles of Incorporation and affirms the same as true under penalties of perjury this 24th day of February 2004.


L. JOSHUA EIKOV