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## BASIC AMENDMENT

DIGITALLY THINKING, INC.

Certificate of Status	0
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BECRETARY OF STATE ALLAHASSEE, FLORIDA

Articles of Amendment to Articles of Incorporation of

dopts the following amendment(s) to its Articles of Incorporation:  IEW CORPORATE NAME (If champing):  (Inust contain the word "corporation," "company," or "incorporated" or the obbraviation "Corp., "Inc.," or "Co.")  [MENDMENTS ADOPTED: (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BESECIFIC)  Article III is hereby deleted and replaced with the following:  The principal place of business address:  2531 Del Lago Orive, fort Lauderdale, Florida 13316  Article III is hereby deleted and replaced with the following:  The mailing address of the corporation is:  2531 Del Lago Drive, fort Lauderdale, Florida 33316.  (Anach sadditional pages if necessary)  an amendment provides for exchange, replaced in or concellation of issued shares, provision:	PO4000014010  (Document number of corporation (if known)  Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation dopts the following amendment(s) to its Atticles of Incorporation:  NEW CORPORATE NAME (If chausing):  N/A  (must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp. "Inc.," or "Co.")  MENDMENTS ADOPTED: (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted (BE SPECIFIC)  Article II is hereby deleted and replaced with the following:  The principal place of business address:  2531 Del Lago Orive, fort Lauderdale, Florida 13316  Article III is hereby deleted and replaced with the following:  The mailing address of the corporation is:  2631 Del Lago Orive, fort Lauderdale, Florida 33316  (Amed additional pages if necessary)  (Amed additional pages if necessary)  (Amed additional pages if necessary)	Digitally Thinking, Inc.
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N/A		
		N/A

(continued)

The date of	each amendment(s) adoption:   Narch 1 . 2004
Effective d	ate if applicable: N/A
	(no more than 50 days after amendment file dute)
Adoption o	(CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for amendment(s) by the shareholders was/were sufficient for approval.
J.	The amendment(s) was/were approved by the shareholders through voting groups. The blowing statement must be separately provided for each voting group entitled to vote aparately on the amendment(s):
	The number of votes cast for the amendment(s) was/were sufficient for approval by
	(voting group)
	The amendment(s) was/were adopted by the hoard of directors without shareholder acti and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action at hareholder action was not required.
Signed this	Sind day of Mauda, 2004
	Signature (By a discress, president or other officer - if directors or officers have not been
	selected, by an incorporator - if in the hands of a receiver, muster, or other court appointed fiduciary by that fiduciary)
	Shormown International Shormown Strains (Typed or printed names of parson signing)
	Aresiclent (Title of parson signing)
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