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GREENBERG TRAURIG

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BASIC AMENDMENT
NETMAXIMIZER.COM, INC.

FILED
00 APR 10 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amendment

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ARTICLES OF AMENDMENT/MCB/02/17/00/DRAFT 001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NETMAXIMIZER.COM, INC.**

FILED
00 APR 10 PM 5:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, Netmaximizer.com, Inc. adopts the following articles of amendment to its articles of incorporation:

FIRST: ARTICLE IV of the articles of incorporation (the "Articles") is hereby amended in its entirety to read as follows:

ARTICLE IV

SHARES

The total number of shares of each class that the corporation shall have the authority to issue is 77,000,000 shares, consisting of:

- (a) 75,000,000 shares of common shares (the "Common Shares"), par value \$.001 per share;
- (b) 2,000,000 shares of "blank check preferred shares (the "Preferred Shares"), par value \$.001 per share.

The designations, powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations, and restrictions thereof in respect of the Common Shares and Preferred Shares, are as follows:

A. COMMON SHARES

1. **Voting.** Except as otherwise expressly provided by law, and subject to the voting rights provided to the holders of Preferred Shares by these Articles of Amendment of Articles of Incorporation, the Common Shares shall have exclusive voting rights on all matters requiring a vote of shareholders, voting together with the holders of Preferred Shares, as one class.

Prepared by:
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2. Other Rights. Each share of Common Shares issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Shares unless the same is paid on any shares of Common Shares outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Preferred Shares, or except as may be provided by the laws of the State of Florida, the holders of Common Shares shall have exclusively all other rights of shareholders.

B. PREFERRED SHARES

1. Issuance. The Preferred Shares may be issued from time to time in one or more series. Subject to the limitations set forth herein and any limitations prescribed by law, the Board of Directors is expressly authorized, prior to issuance of any series of Preferred Shares, to fix by resolution or resolutions providing for the issue of any series the number of shares included in such series and the designations, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the powers conferred on the Board of Directors thereby and by the Florida Business Corporations Act, the Board of Directors is expressly authorized to determine with respect to each series of Preferred Shares:

(a) the designation or designations of such series and the number of shares (which number from time to time may be decreased by the Board of Directors, but not below the number of such shares then outstanding, or may be increased by the Board of Directors unless otherwise provided in creating such series) constituting such series;

(b) the rate or amount and times at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;

(c) the rights and preferences, if any, of the holders of shares of such series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such series as participating or nonparticipating after the satisfaction of any such rights and preferences;

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(d) the full or limited voting rights, if any, to be provided for shares of such series, in addition to the voting rights provided by law;

(e) the times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount the holders of shares of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such series;

(f) the rights, if any, of holders of shares of such series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same class, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;

(g) the limitations, if any, applicable while such series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Shares or any other class of shares ranking junior, either as to dividends or upon liquidation, to the shares of such series;

(h) the conditions or restrictions, if any, upon the issue of any additional shares (including additional shares of such series or any other series or of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

(i) any other relative powers, preferences and participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such series; in each case, so far as not inconsistent with the provisions of these Articles or the Florida Business Corporation Act as then in effect.

SECOND: Except as specifically amended hereby, all provisions of the Articles shall remain in full force and effect.

THIRD: The foregoing amendment was adopted and approved by written consent to action by a majority of shareholders and all of the directors of Netmaximizer.com, Inc. on April 6, 2000. The number of votes cast for the amendment was sufficient for approval.

Signed this 6th day of April, 2000.

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NETMAXIMIZER.COM, INC.

By: David A. Saltrelli
David A. Saltrelli, President

#255916