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June 19, 1998

Transmitted via Federal Express

Attorneys Title Insurance Fund, Inc.
660 E. Jefferson Street, #200
Tallahassee, Florida 32301

Attn: Barbara

Re: Our File No. 299.002
Cyberad, Inc.
Amendment to the Articles of Incorporation

Dear Barbara:

Pursuant to our telephone conversation as of today's date, enclosed please find the original Amendment to the Articles of Incorporation of Cyberad, Inc. and one (1) copy, along with our check in the amount of \$35.00 for the filing fee and our check in the amount of \$52.50 for the return of a certified copy of the filed amendment. I am including a federal express airbill for the return of this document.

Thank you for your assistance with this matter.

Very truly yours,

Cheryl Nelson
Cheryl Nelson
Enc.

Osherow & Schwartz, P.A.
Tallahassee, Florida

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98 JUN 23 PM 1:48
DIVISION OF CORPORATION

Don
6/2/98

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CYBERAD, INC.

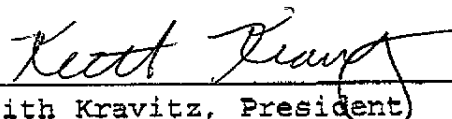
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as the officer the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of Florida and this corporation's bylaws, on June 1, 1997, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding all of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of CYBERAD, INC., that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of CYBERAD INC. be amended to change the corporate name from CYBERAD, INC. to POWERNET PARTNERS, Inc. and that the President of the Corporation be and he hereby is authorized to execute the Articles of Amendment.

In witness whereof, these Articles Of Amendment are being executed and filed, by the authorized corporate officer, on behalf of CYBERAD, INC.

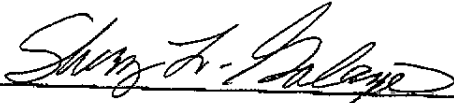

Keith Kravitz, President

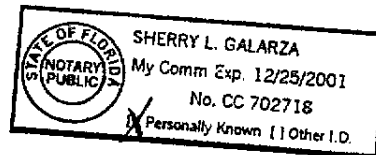
State Of Florida

County Of Broward

I hereby certify that on this day, before me, an officer duly authorized in Broward County, Florida, to take acknowledgements, personally appeared KEITH KRAVITZ, President of CYBERAD, INC., to me personally known to be the person described in and who executed the foregoing instrument and who acknowledged before me executing the same.

WITNESS my hand and official seal, on June 18, 1998, in Palm Beach County County, Florida.





Notary Public, State of Florida
Commission Expiration Date:
Commission No.

(SEAL)