D A T 0 0 933-1441 B 000002408660---01/22/98--01043--026 *****87.50 *****87.50 **CORPORATION(S) NAME PP** Toll Free: 1-800-432-3028) Profit () Merger) NonProfit Amendment) Dissolution) Mark) Foreign) Annual Report) Other) Limited Partnership) Change of Registered Agent) Reservation) Reinstatement Certified Copy () Photo Copies () Certificate Under Sea () Call If Problem () After 4:30) Call When Ready () Mail Out () Will Walt Pick Up) Walk in Neme Avallability Document Examiner Updater Verifier Acknowledgment W.P. Varifier

CR2E031 (R8-85)

Charter Number Only

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned Corporation, NETSOL INTERNATIONAL, INC., adopts the following Articles of Amendment to the Articles of Incorporation, filed September 28, 1995, Corporate Document Number P95000074912.

FIRST:

Article III - Capital Stock of the Articles of Incorporation is hereby replaced in its entirety by the following:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any time is 25,000,000 shares of common stock having no par value.

SECOND:

This Amendment was adopted by the unanimous consent of the Stockholders and the Board of Directors at a Joint Meeting of the Stockholders and Board of Directors held on the 15th day of December, 1997.

NETSOL INTERNATIONAL. INC.

PETE R. PIZARRO, its President STATE OF FLORIDA) COUNTY OF DADE) The foregoing instrument was acknowledged before me this ______ day of January, 1998, by PETE R. PIZARRO, who is personally known to me as the person described in and who executed the foregoing or as identification, and who did \square , did not \square , take an oath. who has produced IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at . Florida, the day and year first written above. OFFICIAL NOTARY SEAL ALEXANDRA SARZALEJO NOTARY PUBLIC STATE OF FLORIDA (Printed Name of Notary) COMMISSION NO. CC441818 MY COMMISSION EXP. FEB. 26,1999 Serial Number of Notary Notary Public, State of Florida

F:WETSOLVARTICLES OF AMENDMENT NETSOL.DOC

Law Offices of Alan R. Hecht, 2670 N. E. 215th Street/ Miami, FL 33180/ Tel. (305) 933-1441/ Fax (305) 935-2041

My Commission Expires: