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BradyNet, Inc.
501 Brickell Key Drive, Suite 201
Miami, Florida 33131

April 20, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/25/00--01070--001
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find an Amendment to the Articles of Incorporation of BradyNet, Inc. along with a check for \$35.00. Thank you.

Sincerely,



Roberto Krell

FILED
00 APR 25 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHISENAND & TURNER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 602
501 BRICKELL KEY DRIVE
MIAMI, FLORIDA 33131

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**AMENDMENT TO ARTICLES OF INCORPORATION
OF
BradyNet, Inc.**


The undersigned hereby certify that as of April 20 2000, the Board of Directors of BradyNet, Inc. and the shareholders of BradyNet, Inc. had met and authorized amendment to the Articles of Incorporation of BradyNet Inc. to change the name of BradyNet, Inc. to Phoenix Internet, Inc. As of such date, the Board of Directors and shareholders of BradyNet, Inc. authorized by unanimous vote the following:

1. The name of BradyNet, Inc. is hereby changed to Phoenix Internet, Inc.


The undersigned certify the above to be true and correct.




Roberto Krell
Director, Phoenix Internet, Inc.



Sergio Bister
Director of Phoenix Internet, Inc.



Roberto Krell
Shareholder, Phoenix Internet, Inc.



Sergio Bister
Shareholder of Phoenix Internet, Inc.

FILED
00 APR 25 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WAIVER OF NOTICE OF SPECIAL
MEETING OF BOARD OF DIRECTORS AND SHAREHOLDERS OF
BradyNet, Inc.**

We, the undersigned, being the shareholders and directors of BradyNet, Inc. jointly and severally waive notice and call of the time, place and purposes of the organizational meeting of the shareholders and directors of the said Corporation, and do hereby consent that the time and place for holding said meeting shall be as of 9:00 a.m. as of the 20 day of April 2000, deemed to be at 501 Brickell Key Drive, Suite 205, City of Miami, State of Florida, and do hereby further consent to the transaction of such business as may lawfully come before said meeting.

Date: As of April 20, 2000



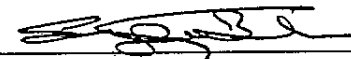
Roberto Krell, Director



Sergio Bister, Director



Roberto Krell, Shareholder



Sergio Bister, Shareholder