

P96000023427

Law Office
Wade Yeakle, P.A.

4128 28th Street North
St. Petersburg, FL 33714-3920

Phone (727) 528-3121
or Cell (727) 643-9695
Fax (727) 528-6131

September 13, 2000

FL Dept. of State
Division of Corporations
409 East Gaines
Tallahassee, FL 32399

400003334434--5
-09/15/00--01045--001
*****35.00 *****35.00

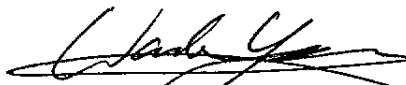
Re: Articles of Amendment
Cao International Telecommunications, Inc.

Dear Sirs:

Enclosed for filing, please find Articles of Amendment to the Articles of Incorporation of International Net Corp., together with the Action of Shareholder Taken by Written Consent in Lieu of a Meeting of Shareholder of Cao International Telecommunications, Inc., and our check in the amount of \$35.00.

Thank you for your assistance in this regard. If there should be a question or a problem, please do not hesitate to contact my office.

Very truly yours,


Wade Yeakle

WY/jlw
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP 15 PM 3:57

Amend
LFO 9-26-2000

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
CAO INTERNATIONAL TELECOMMUNICATIONS, INC.**


FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP 15 PM 3:57

Pursuant to Florida Statute §607.1006, and the action of a majority of the shareholders pursuant to Florida Statute §607.0704 and Section 12 of the Bylaws of the Corporation, this Corporation hereby amends its Articles of Incorporation by setting forth:

- (a) The name of this corporation is Cao International Telecommunications Inc.
- (b) ARTICLE III SHARES is amended as follows:
ARTICLE III SHARES
The number of shares of stock that this corporation is authorized to have outstanding at any one time is Fifty Million (50,000,000) shares at one tenth of one cent (\$.001) per share.
- (c) This amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
- (d) The date of this Amendment's adoption is September 11, 2000.
- (e) This Amendment was adopted by the sole shareholder of all outstanding shares of this Corporation pursuant to Florida Statute §607.0704 and Section 12 of the corporate Bylaws.

DATED this 13th day of September, 2000.



Calvin Cao, President and Sole Director

ACTION OF MAJORITY SHAREHOLDERS TAKEN BY WRITTEN CONSENT
IN LIEU OF A MEETING OF SHAREHOLDERS OF
CAO INTERNATIONAL TELECOMMUNICATIONS INC.

Pursuant to Florida Statute §607.0704 and Section 12 of the Bylaws of International Net Corp., the undersigned being the holder of record of a majority of the outstanding shares of voting common stock of Cao International Telecommunications, Inc., hereby waives notice and consent to the adoption of the following resolution in lieu of a meeting:

WHEREAS, the undersigned shareholder believes it is in the best interests of the corporation to authorize additional shares of the capital stock of the corporation, now therefore, be it

RESOLVED that Article III, Shares be amended in its entirety to read as follows:

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is Fifty Million (50,000,000) shares at one tenth of one cent (\$.001) per share.

Pursuant to said Statute and said Bylaw, within ten days of execution of this Action, notice shall be given to those shareholders who have not consented in writing or who are not entitled to vote on the action, and the notice shall fairly summarize the material features of the authorized action, and if the action be such for which dissenters rights are provided under the Florida Business Corporation Act, the notice shall contain a clear statement of the right of its shareholders dissenting therefrom to be paid the fair value of their shares upon compliance with further provisions of this act regarding the rights of dissenting shareholders.

IN WITNESS WHEREOF, the undersigned majority shareholder has duly executed this Consent and Action on the date reflected below, and the effective date of this Action shall be the date when the President of the Corporation certifies that the holders of the majority of the outstanding shares have signed the Consent approving this Action.

9-13-2000
Date

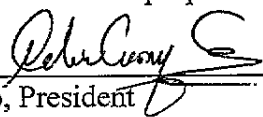


Calvin Cao

CERTIFICATION OF PRESIDENT OF THE CORPORATION

The undersigned, being the President of Cao International Telecommunications, Inc., certifies that the above signing shareholder is the holder of a majority of the outstanding shares of this Corporation and signed this Consent and Action for the purpose stated therein.

9-13-2000
Date



Calvin Cao, President