

CAPITAL CONNECTION, INC.

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Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

*Amendment
2/25/97
DC*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>AMP</i>	_____	_____	_____

WALK-IN Will Pick Up *2/27 11:00*

RE: Magnett Consulting,
Inc

C.C. FEE. DISBURSED

☐ Certified Express
☐ of U.S. File
☐ Corp. Record Search
☐ Partnership File
☐ Foreign Corp. File
☒ Copy(s)

☒ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies

☐ Courier Service
☐ Shipping/Handling
☐ Phone () _____
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () _____ pgs.

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$ 08
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 25, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: MAGNETT CONSULTING, INC.
Ref. Number: P96000030236

Corrected

We have received your document for MAGNETT CONSULTING, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 797A00009783

Articles Of Amendment
to the
Articles Of Incorporation
of
MAGNETT CONSULTING, INC.

FILED
97 FEB 21 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation, **MAGNETT CONSULTING, INC.** (P96000030236) adopts the following Articles of Amendment to its Articles of Incorporation:

AMENDMENT I - CAPITAL STOCK

The maximum number of shares of stock that this corporation shall be authorized to have outstanding at any time shall be fifty million (50,000,000) shares of Common Stock at a par value of \$.0001 per share upon which there are no preemptive rights. The Common Stock shall be paid for at such time as the Board of Directors may designate, in cash, real property, personal property, services, patents, leases, or any other valuable thing or right for the uses and purposes of the corporation, and shares of capital, which issued in exchange thereof shall thereupon and thereby become and be paid in full, the same as though paid in cash at par, and shall be non assessable forever; the judgment of the Board of Directors as to the value of the property, right or thing acquired in exchange for capital stock shall be conclusive.

AMENDMENT II - PRINCIPAL OFFICE & AGENT

The address of the principal office shall be: 2327 Destiny Way, Odessa, Florida 33556
The address of the registered office shall be: 519 Lantern Circle, Tampa, Florida 33617

AMENDMENT III - REGISTERED AGENT

The registered office may be moved from time to time by action of the Board of Directors. The registered agent shall be: Mr. Dominick F. Maggio, whose address is 519 Lantern Circle, Tampa, Florida 33617.

AMENDMENT IV - BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors consisting of not less than one (1), with the number of directors increased or diminished from time to time by the ByLaws, but shall never be less than one (1). Each officer and director shall hold office until his or her successor is elected and qualified, provided however that a majority of the stockholders may, at a regular or a special meeting, remove any officer or director with or

corporation shall be as usually devolve upon such officers and directors unless otherwise provided in the By-Laws.

AMENDMENT V - DIRECTORS

The amended directors of this corporation shall be:

<u>NAME:</u>	<u>ADDRESS</u>	<u>TITLE</u>
Dominick F. Maggio	519 Lantern Circle, Tampa, Florida 33617	President/CEO
Eugene L. Cornett, II	21437 Clubside Loop, Lutz, Florida 33549	Chairman
Kelly A. Krcmaric	5040 Farnsworth Ln., N. Port Richey, FL 34653	Secretary/Treasurer
Norman J. Klein, Esq.	CAY LITE, a BWI Corporation Kirk House, Third Floor Albert Panton Street, P.O. Box 481-G Grand Cayman, Cayman Islands, BWI	Director

AMENDMENT VI - SUBSCRIBERS

The subscribers to this corporation shall be:

<u>NAME:</u>	<u>ADDRESS</u>	<u>SHARES:</u>
Eugene L. Cornett, II	21437 Clubside Loop, Lutz, Florida 33549	330,000
Dominick F. Maggio	519 Lantern Circle, Tampa, Florida 33617	330,000
Kelly A. Krcmaric	5040 Farnsworth Ln., N. Port Richey, FL 34653	10,000
Norman J. Klein, Esq.	CAY LITE, a BWI Corporation Kirk House, Third Floor Albert Panton Street, P.O. Box 481-G Grand Cayman, Cayman Islands, BWI	330,000

AMENDMENT VII - SPECIAL POWERS

The following special powers, provisions, privileges and limitations shall be applicable to and govern this corporation.

No contract or any other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected by, or invalidated by the fact that any of the directors of this corporation, provided however, that the fact that such director is interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation holding office in another corporation or being a director thereof, who is so interested, any be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction as if he were not such director or officer of such corporation and not so interested.

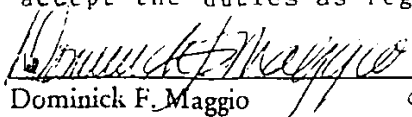
The Amendments were adopted by the Board of Directors at a Board Meeting on February 18, 1997, without shareholder action and shareholder action was not required. The votes cast were more than sufficient for approval..

Signed this 18th day of February, 1997.

MAGNETT CONSULTING, INC.

I hereby am familiar with
and accept the duties as registered agent.

By:


Dominick F. Maggio

President/CEO
Registered Agent


Eugene L. Cornett, II

Chairman of the Board

MAGNETT CONSULTING, INC.

2327 DESTINY WAY ❖ ODESSA, FLORIDA 33556 ❖ (813) 375-0030 ❖ FAX: (813) 376-5211