## P96000034309

Document No	umber	Only
-------------	-------	------

		<del></del>	<del></del>		νï,
CT CC	RPORATIO	ON S	YSTEM	<u> </u>	
Requeste	ors Name Cast Jef:	fers	on Stre	et	
Address Talla	nhassee,	FL_	32301	222-1092	
City	State		Zip	Phone	
	C	ORE	PORATIO	N(S) NAME	

ON OFF THE PARTY OF THE PARTY O

7.4		1/2	* t	40000	27235	
				<del>-12/</del>	29/9801	001013
	*	1 年四 7		***	* <u>*35.00</u>	***** <del>*</del> 35.00
						<u>-</u>

## 2 CONNECT EXPRES IN

( ) Profit ( ) NonProfit	Amendment	() Merger
( ) Limited Liability Co. ( ) Foreign	() Dissolution/Withdrawal	() Mark
( ) Limited Partnership ( ) Reinstatement	() Annual Report () Reservation	() Other ucc Filing () Change of R.A. ( ) Fic. Name
() Certified Copy	() Photo Copies	() CUS
() Call When Ready Walk In () Mail Out	() Call if Problem	() After 4:30 Pick Up

Name
Avallability

Document
Examiner

Updater

Verifier

Acknowledgment

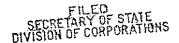
W.P. Verifler

CR2E031 (1-89)

PLEASE RETURN EXTRA COPIES
FILE STAMPED

TO

JEFFREY D. BUTTERFIELD



## FIRST AMENDMENT TO AMENDED AND RESTATE B DEC 28 PM 3: 24 ARTICLES OF INCORPORATION OF 2CONNECT EXPRESS, INC.

WHEREAS, the right to amend the Amended and Restated Articles of Incorporation ("the Articles") of 2CONNECT EXPRESS, INC. ("the Corporation") is conferred by Florida Statute §607.1001 and was reserved by the Corporation pursuant to Article 9 of the Articles; and

WHEREAS, the amendment hereinafter set forth has been adopted with the consent of, and approved by, all of the Corporation's stockholders and all of the Corporation's directors.

**NOW, THEREFORE**, the Articles are amended effective as of December 28, 1998, as follows:

Article 4.2(b) shall be deleted in its entirety and the following Article 4.2(b) shall be inserted in lieu thereof:

Dividends. The holders of the Preferred Stock shall be entitled to receive out of funds immediately available therefore dividends at the annual rate of seven and one-half percent (7.5%) based on the Series A Initial Purchase Price, the Series B Initial Purchase Price and the Series C Initial Purchase Price, as applicable. Dividends on the Series A Preferred Stock and the Series B Preferred Stock shall accrue on a daily basis and shall be payable in cash semi-annually on January 1 and July 1 of each year for so long as any Series A Preferred Stock or Series B Preferred Stock remains outstanding. Dividends on the Series C Preferred Stock shall accrue on a daily basis and shall be payable in cash semi-annually on April 1 and October 1 of each year for so long as any Series C Preferred Stock remains outstanding. Dividends on the Preferred Stock, including, without limitations, any accrued and unpaid dividends and liquidating distributions, shall be paid before any dividends or other distributions shall be declared or paid or set aside for payment on any Subordinate Stock; provided, further, that any such dividends shall be paid on the Series A Preferred Stock and Series B Preferred Stock before any dividends or other distributions shall be declared or paid or set aside for payment on any Series C Preferred Stock.

**IN WITNESS WHEREOF**, the undersigned officers, directors, and stockholders of the Corporation have executed this First Amendment To Amended And Restated Articles of Incorporation on the date or dates set forth below, to be effective for all purposes as of December 28, 1998.

Attest:

Secretary

en Worlhan

2CONNECT EXPRESS, INC.

James S. Holbrook, Jr., as its

hairman and CEO

Date: |2 |23 |