

P96000053256

EDWIN B. KAGAN, P.A.

ATTORNEY AT LAW

2709 ROCKY POINT DRIVE

SUITE 102

TAMPA, FLORIDA 33607

TELEPHONE (813) 281-5609

FACSIMILE (813) 288-0428

June 25, 1999

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Attn: Filing Section

Re: NET ADVANTAGE, INC.

Dear Sir/Madam:

Enclosed please find for filing Articles of Amendment to the Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$87.50, covering the various fees incident to the filing of the Articles of Amendment to the Articles of Incorporation. Please send a certified copy of the Articles of Amendment to my attention at the above address.

Thank you for your cooperation.

Sincerely,

*Amend
6-29-99
EBK*

Edwin B. Kagan

EBK/tag
Enclosures
cc: Kyle Jones

FILED
99 JUN 28 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000002917000--8
-06/28/99--01082--007
*****87.50 *****43.75

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
NET ADVANTAGE, INC.

FILED
99 JUN 28 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the Articles of Incorporation of **NET ADVANTAGE, INC.** (the "Corporation") shall be amended as follows:

1. **ARTICLE III. CAPITAL STOCK** of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

ARTICLE III. CAPITAL STOCK

A. **Authorized Capital.** The aggregate number of shares which the Corporation shall have the authority to issue shall be: (i) Twenty Million (20,000,000) shares of common stock, having a par value of \$.001 per share, consisting of Ten Million (10,000,000) shares of Class A Voting Common Stock and Ten Million (10,000,000) shares of Class B Non-Voting Common Stock, and (ii) Ten Million (10,000,000) shares of Preferred Stock, having a par value of \$.001 per share.

B. **Preferred Stock.** The shares of Preferred Stock may be issued by the Corporation in one or more series. The Board of Directors of the Corporation is vested with authority to determine and state the designations and the preferences, limitations, relative rights, and voting rights, if any, of each such series by the adoption and filing in accordance with the Act, before the issuance of any shares of such series, of an amendment or amendments to the Articles of Incorporation of the Corporation determining the terms of such series, which amendment need not be of shares except as provided by law.

C. **Common Stock.** All shares of Class A Voting Common Stock and shares of Class B Non-Voting Common Stock shall be identical in every respect and shall entitle the holders thereof to the same rights and privileges, except that the holders of shares of Class B Non-Voting Common Stock shall have no voting rights of any kind or nature whatsoever.

D. Conversion of Class B Non-Voting Common Stock. A holder of shares of Class B Non-Voting Common Stock shall be entitled, at any time on or after one (1) year from the date of issuance of the shares of Class B Non-Voting Stock, to convert any or all of the shares of Class B Non-Voting Common Stock held by such holder into an equal number of shares of Class A Voting Common Stock. Each conversion of shares of Class B Non-Voting Common Stock into shares of Class A Voting Common Stock shall be effected by the surrender of the certificate(s) evidencing the shares of Class B Non-Voting Common Stock to be converted at the principal office of the Corporation (or such other office or location designated by the Corporation), during normal business hours, together with written notice by the holder of such Class B Non-Voting Common Stock stating that such holder desires to convert the shares, or a stated number of shares, of Class B Non-Voting Common Stock represented by such certificate(s) into Class A Voting Common Stock, which notice shall also state the name or names (with addresses) and denominations in which the certificate(s) for Class A Voting Common Stock shall be issued and shall include instructions for delivery thereof. Promptly after such surrender and the receipt of such written notice, the Corporation shall issue and deliver, in accordance with such instructions, certificate(s) representing the Class A Voting Common Stock issuable upon such conversion. Such conversion shall be deemed to be effective on the opening of business on the date on which such certificate(s) shall have been surrendered and such notice shall have been received, and at such times the rights of the holder of such Class B Non-Voting Common Stock (or specified portion thereof) as such holder shall cease, and the person(s) in whose name(s) the certificate(s) for shares of Class A Voting Common Stock are to be issued upon such conversion shall be deemed to have become the holder(s) of record of the shares of Class A Voting Common Stock represented thereby. The shares of Class B Non-Voting Common Stock which are so converted shall not be re-issued. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Voting Common Stock, solely for the purpose of effecting the foregoing conversion, the number of shares of Class A Voting Common Stock which shall then be issuable upon conversion of all the then outstanding shares of Class B Non-Voting Common Stock.

2. ARTICLE IV. REGISTERED AGENT of the Articles of Incorporation of the Corporation shall be amended in its entirety to read as follows:

ARTICLE IV. REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent and the street address of the Registered Office of the Corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

3. A new Article is hereby added to the Articles of Incorporation of the Corporation to read as follows:

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

4. A new Article is hereby added to the Articles of Incorporation of the Corporation to read as follows:

ARTICLE VIII. BYLAWS

The Board of Directors of the Corporation shall have the power to adopt, alter, amend or repeal Bylaws for the Corporation, subject to repeal or change by action of the shareholders.

5. A new Article is hereby added to the Articles of Incorporation of the Corporation to read as follows:

ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation of the Corporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

The foregoing amendments to the Articles of Incorporation of the Corporation were approved and adopted by the sole director of the Corporation and by the sole stockholder of the Corporation entitled to vote on the amendments on the 25th day of June, 1999. The number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation of the Corporation this 25th day of June, 1999.

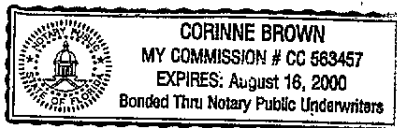
NET ADVANTAGE, INC.

By: Kyle Jones
Kyle Jones, President

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of June, 1999, by KYLE JONES, as President of Net Advantage, Inc.



Corinne Brown
NOTARY PUBLIC
My Commission Expires: _____

Personally known _____ or Produced Identification X
Type of Identification Produced FL. D.C.

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes.

EBK
REGISTERED AGENT