

DINUR & ASSOCIATES, P. C.

ATTORNEYS AND COUNSELORS

ONE LAKESIDE COMMONS
980 HAMMILL DRIVE, SUITE 760
ATLANTA, GA 30328
PHONE: (770) 395-3170
FACSIMILE (770) 395-3171
E-MAIL: dinur@law@mindspring.com

P96000067477

May 21, 2002

VIA U.S. MAIL

Florida Secretary of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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-05/23/02--01028--005
*****43.75 *****43.75

Re: US Data Authority, Inc. (the "Company")

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company dated May 17, 2002 (the "Amendment"). I have also enclosed a check in the amount of \$43.75 to cover (i) the \$35.00 filing fee for the Amendment, and (ii) the \$8.75 fee to have a certified copy of the Company's articles of incorporation, including all amendments thereto to date, sent to me. Please process the enclosed documents at your earliest possible convenience.

Thank you for your assistance with this filing. Please do not hesitate to contact me if you have any questions.

Very truly yours,

TL E Sowers
Thomas E. Sowers

FILED
02 MAY 23 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*P96000067477
3005-23-01
Amend Authority*

**ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
US DATA AUTHORITY, INC.**

US Data Authority, Inc., a corporation organized and existing under the laws of the State of Florida (the "Company"), bearing Document No. P96000067477, DOES HEREBY CERTIFY THAT:

WHEREAS, the Company filed its Amended and Restated Articles of Incorporation on June 23, 2000 (the "Articles of Incorporation"); and

WHEREAS, pursuant to the authority contained in its Articles of Incorporation, and in accordance with Section 607.0602 of the Florida Business Corporation Act, the Board of Directors duly adopted the Articles of Amendment to the Articles of Incorporation pursuant to written consent dated March 2, 2001 (the "First Amendment"), whereby Two Million (2,000,000) out of the Thirty Million (30,000,000) shares of preferred stock authorized in the Articles of Incorporation were designated as Class A Convertible Preferred Stock, having the powers, preferences, rights, qualifications, limitations or restrictions as set forth in the First Amendment; and

WHEREAS, the Company's Board of Directors deems it to be in the best interest of the Company to (i) increase the number of shares of preferred stock designated as Class A Convertible Preferred Stock to Twenty-two Million (22,000,000), (ii) rename such class as "Series A Convertible Preferred Stock" and (iii) fix the automatic conversion date of each of the shares of the Series A Convertible Preferred Stock.

NOW, THEREFORE:

I. Article III, Section D(1) of the Company's Articles of Incorporation, as amended by the First Amendment, is hereby deleted in its entirety and amended and restated to read as follows:

"SERIES A CONVERTIBLE PREFERRED STOCK

1. Designations and Amounts. Twenty-two Million (22,000,000) shares of the Company's authorized preferred stock are designated as Series A Convertible Preferred Stock, par value \$1.00 per share ("Preferred Stock")."

II. Article III, Section D(6)(a) of the Company's Articles of Incorporation, as amended by the First Amendment, is hereby deleted in its entirety and amended and restated to read as follows:


- "6. Conversion of Preferred Stock into Common Stock. The Preferred Stock shall have the following conversion rights:

(a) Automatic Conversion.

- (i) Each share of Preferred Stock issued on or before December 31, 2001, shall be automatically converted into one (1) share of the Company's common stock, par value \$.02 per share ("Common Stock"), on February 15, 2004.
- (ii) Each share of Preferred Stock issued after December 31, 2001, shall be automatically converted into one (1) share of the Common Stock on April 29, 2005."

IN WITNESS WHEREOF, a duly authorized officer of the Company has executed these Articles of Amendment this 17th day of May, 2002.

US DATA AUTHORITY, INC.



By: Dominick R. Maggio

Its: President and Chief Executive Officer

FILED
02 MAY 23 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA