

**PATEL, MOORE
& O'CONNOR**

A PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

P96000093850

SANDIP I. PATEL
STEVEN W. MOORE
PATRICK M. O'CONNOR*

1816 Highway 19 North
Harbourside Suite 150
Clearwater, Florida 34624
(813) 539-6800
Facsimile (813) 536-6836

REPLY TO: Clearwater

* LLM - Taxation

122 South Howard Avenue
Tampa, Florida 33606
(813) 254-1185
Facsimile (813) 254-0561

January 22, 1997
File No.: 1109-0100

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002067732--2
-01/24/97--01054--013
*****35.00 *****35.00

RE: Articles of Amendment for Netlegacy, Inc..

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Amendment of the above named Corporation. We have also enclosed a check in the amount of \$35.00 for the filing fees.

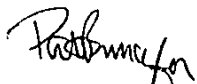
Please process this at your earliest opportunity and return a copy of the Articles of Amendment to this office at the following address:

Patel, Moore & O'Connor, P.A.
Attn: Patrick M. O'Connor, Esquire
18167 U.S. Highway 19 North, Suite 150
Clearwater, Florida 34624

If you have any questions, please do not hesitate to call us the undersigned.

Very truly yours,

PATEL, MOORE, & O'CONNOR, P.A.


Patrick M. O'Connor

PMO/psb
Enclosures

SH 2/13

Amend.

FILED
97 FEB 13 PM 12:37
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 30, 1997

Patrick M. O'Connor
Patel, Moore & O'Connor, P.A.
18167 U.S. Hwy. 19 North, Suite 150
Clearwater, FL 34624

SUBJECT: NETLEGACY, INCORPORATED
Ref. Number: P96000093850

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

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 497A00004931

PATEL, MOORE & O'CONNOR

A PROFESSIONAL ASSOCIATION

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Clearwater, Florida 34624
(813) 539-6800
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REPLY TO: Clearwater

* LLM - Taxation

122 South Howard Avenue
Tampa, Florida 33606
(813) 254-1185
Facsimile (813) 254-0561

February 11, 1997
File No.: 1109-0100

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment for NetLegacy, Incorporated
Reference Number: P96000093850
Letter Number: 497A00004931

To Whom It May Concern:

Enclosed please find an amended original and one copy of the Articles of Amendment of the above named Corporation. You already have our check in the amount of \$35.00 for filing fees.

Please process this at your earliest opportunity and return a copy of the Articles of Amendment to this office at the following address:

Patel, Moore & O'Connor, P.A.
Attn: Patrick M. O'Connor, Esquire
18167 U.S. Highway 19 North, Suite 150
Clearwater, Florida 34624

If you have any questions, please do not hesitate to call us the undersigned.

Very truly yours,

PATEL, MOORE, & O'CONNOR, P.A.


Patrick M. O'Connor

PMO/psb
Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NETLEGACY, INCORPORATED

FILED
97 FEB 13 PM 12:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The name of the corporation is Netlegacy, Incorporated

SECOND: Amendments adopted:

Article III is amended in its entirety as follows:

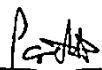
"ARTICLE III. - CAPITAL STOCK

The maximum number of shares that the Corporation is authorized to issue and have outstanding at any one time is One Million (1,000,000) shares of common stock having a par value of \$.0001 per share. Such shares shall be of a single class of common stock."

THIRD: The date of the above amendments adoption is January 21, 1997.

FOURTH: Adoption of the above stated amendments was unanimously approved by the shareholders and directors. The number of votes cast in favor of the amendment by both the shareholders and directors was sufficient for approval of said amendment.

Signed this 21st day of January, 1997.



Paresh S. Patel, President/Director