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From: Account Name : JEFFREY G. KLEIN P.A.
Account Number : I20010000001
Phone : (561) 368-6007
Fax Number : (561) 368-0618

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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

PHON-NET.COM, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

AMEND
KRP 11/1/2001
11-8 (3)

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PHON-NET.COM, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Business Corporation Act of the State of Florida, the undersigned President of Phon-Net Com. Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("FBCA") does hereby certify:

FIRST: That pursuant to Written Consent of the Board of Directors dated September 6th, 2001, the Board of Directors approved the following amendment to the Corporation's Articles of Incorporation affecting an increase in the number of shares of capital stock the Corporation is authorized to issue.

SECOND: Article IV of the Articles of Incorporation of the Corporation shall be deleted in its entirety and replaced with the following:

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 220,000,000 shares of capital stock, consisting of (a) 200,000,000 shares of Common Stock having a par value of \$.001 per share and (b) 20,000,000 shares of Preferred Stock, having a par value of \$.001 per share (c.) 6,000,000 shares of Class B Common Shares have par value of \$0.00, each share shall be super voting rights. Shareholders of the Corporation shall not be entitled to pre-emptive rights and shall not be entitled to cumulative voting rights.

The Preferred Stock may be issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

The Class B Common shares may be issued from time to time, with such designations, each share shall be entitled to 10 votes per share and have no cash value. These shares may not be transferred or sold for cash. The shares may only be transferred to the holder estate in the event of the holders' death.

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EXPANDED SYSTEMS

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WINDSOR LAW GROUP

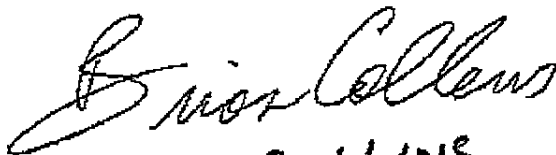
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**ARTICLE IV
CAPITAL STOCK**

The foregoing amendment was adopted, pursuant to the FBCA, by all of the Corporation's Directors and holders of the Corporation's Common Stock evidencing in excess of a majority of the total issued and outstanding capital stock of the Corporation entitled to vote, pursuant to written consent dated September 6th, 2001. Therefore, the number of votes cast by the Shareholders of the Corporation for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to be signed in its name by its President on September 6th, 2001.



BRIAN COLLINS