P97000008587

LightPort

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 AM 9:49

December 17, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

LightPort Advisors, Inc.

6234 Grand Boulevard
Suite 212
New Port Richey,
Florida 34652

Toll-free: (888) 800-0188
Local: (813) 849-9660
Fax: (813) 815-8005

Re: Articles of Amendment of LightPort Advisors, Inc.

Dear Sir:

Enclosed is original and duplicate copy of the Articles of Amendment for the above corporation, together with Unanimous Consent in Lieu of Special Meeting of Shareholders and Directors.

Please endorse your approval of the Amendment on the duplicate copy and return it to the attention of the undersigned.

A check in the amount of $35.00 is enclosed to cover the cost.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

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*****35.00 *****35.00

Very truly yours,

Jonathan P. Bentley
President

Enclosures

Amend.
01-05-98
CC

Using the Net to Beat the Street

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ARTICLES OF AMENDMENT

OF

LIGHTPORT ADVISORS, INC.

The undersigned Corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

ARTICLE I: NAME

The name of the Corporation is: LIGHTPORT ADVISORS, INC.

ARTICLE II: AMENDMENT

Article V of this Corporation's Articles of Incorporation is hereby amended (the "Amendment") in its entirety so as to read, after Amendment, as follows:

"*ARTICLE V: CAPITAL STOCK*

This Corporation is authorized to issue Two Million (2,000,000) shares of One Cent ($.01) par value common stock."

ARTICLE III: ADOPTION

The Amendment has been adopted and approved by consent of all of the Directors and Shareholders of the Corporation pursuant to 607.1002 Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 16 day of December, 1997.

LIGHTPORT ADVISORS, INC.

By: ____________________
JONATHAN P. BENTLEY, JR., President

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 16th day of December 1997, by JONATHAN P. BENTLEY, JR., as President, of LIGHTPORT ADVISORS, INC., a Florida corporation, on behalf of the Corporation. JONATHAN P. BENTLEY, JR. is personally known to me or has produced ______________________ as identification and did not take an oath.

Jeanette M. Barkey
NOTARY PUBLIC - State of FL
My Commission Expires: July 2, 2001

OFFICIAL NOTARY SEAL
JEANETTE M BARKEY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC661246
MY COMMISSION EXP. JULY 2,2001

UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF SHAREHOLDERS AND DIRECTORS OF

LIGHTPORT ADVISORS, INC.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of LIGHTPORT ADVISORS, INC.

The undersigned, being all of the Shareholders and Directors of LIGHTPORT ADVISORS, INC., acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to changing the capitalization of the Corporation as stated in the foregoing Articles of Amendment, and approve and adopt the foregoing Articles of Amendment.

DATED: 12/16/97

JONATHAN P. BENTLEY, JR.

PAUL GUNTER

Paul L Dietz Jr. TTEE
PAUL L. DIETZ, JR., Trustee

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