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BASIC AMENDMENT

LIGHTPORT ADVISORS, INC.

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Amendment

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 23, 2000

LIGHTPORT ADVISORS, INC.
2739 US HWY 19, SUITE 600
HOLIDAY, FL 34691-2705

SUBJECT: LIGHTPORT ADVISORS, INC.
REF: P97000008587

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Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
LIGHTPORT ADVISORS, INC.**

FILED
00 MAR 23 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Name

The name of this Florida corporation is LightPort Advisors, Inc. (the "Corporation").

2. Amendment

Article 4 of the Articles of Incorporation of the Corporation is amended to increase the number of authorized shares of Common Stock, \$.01 par value per share, from 2,500,000 to 100,000,000.

3. Shareholder Approval

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment on March 8, 2000.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 8th day of March 2000.

LightPort Advisors, Inc.

By: _____


Jonathan Bentley, President

Fax Audit No.: (H00000012875)
Julio C. Esquivel, Esquire
Shumaker, Loop & Kendrick, LLP
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