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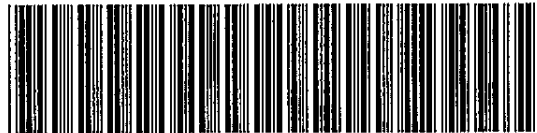
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

O. Ouellette JAN 21 2004

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Z-KAT, INC.
(Name of Corporation)

DOCUMENT NUMBER: H03000344273 3

The enclosed Articles of Correction and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MENASHE R. FRANK
(Name of Person)

HOGAN & HARTSON L.L.P.
(Name of Firm/Company)

1111 BRICKELL AVENUE, SUITE 1900
(Address)

MIAMI, FL 33131
(City/State and Zip Code)

For further information concerning this matter, please call:

MENASHE R. FRANK at (305) 459-6500
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status |
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Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

ARTICLES OF CORRECTION

for

Z-KAT, INC.

Name of Corporation as currently filed with the Florida Dept. of State

H03000344273 3

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These Articles of Correction correct FOURTH AMENDED & RESTATED ARTICLES OF
(Document Type) INCORPORATION

filed with the Department of State on DEC, 31, 2003
(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

ARTICLE V.2D(a)(i) INCORRECTLY READS AS FOLLOWS:


A total of twenty-five million (25,000,000) shares of
the Corporation's Preferred Stock shall be designated
as "Series C Convertible Preferred Stock"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Correct the inaccuracy, incorrect statement, or defect:

ARTICLE V.2.D(a)(i) SHALL BE CORRECTED TO READ AS FOLLOWS:

A total of eighteen million (18,000,000) shares of
the Corporation's Preferred Stock shall be designated
as "Series C Convertible Preferred Stock."


(Signature of a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Fritz LaPorte

(Typed or printed name of person signing)

Chief Financial Officer

(Title of person signing)

Filing Fee: \$35.00