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ACCOUNT NO. : 072100000032

REFERENCE : 456103 4342718

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 9, 1997

ORDER TIME : 11:01 AM

ORDER NO. : 456103-005

CUSTOMER NO: 4342718

CUSTOMER: Ms. Ann Daughrity
Glenn Rasmussen & Fogarty
Suite 1300
100 South Ashley Drive
Tampa, FL 33602

100002233901--5
-07/09/97--01055--034
*****87.50 *****87.50

Amend

DOMESTIC AMENDMENT FILING

NAME: INFRASTRUCTURE DEVELOPMENT
GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 JUL -9 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL -9 PM 1:16

7/9/97
W.P.V. 1/1/97
[Handwritten initials and signatures]

GLENN RASMUSSEN & FOGARTY

ATTORNEYS AT LAW

100 South Ashley Drive, Suite 1300
P.O. Box 3333 Tampa, Florida 33601-3333
(813) 229-3333 Fax (813) 229-5946

July 8, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Infrastructure Development Group, Inc.

Gentlemen:

Enclosed are the following items pertaining to Infrastructure Development Group, Inc.:

1. The original and one copy of First Articles of Amendment to Articles of Incorporation; and
2. Our check payable to you for the following charges:

Filing fee	\$ 35.00
Certified copy	<u>52.50</u>
TOTAL	\$87.50

Please approve and file the original First Articles of Amendment to Articles of Incorporation, certify the copy of them, and return the certified copy to us.

Very truly yours,

GLENN RASMUSSEN & FOGARTY, P.A.


A. Ann Daugherty
Assistant to Robert C. Rasmussen

Enclosures

1887-001^C Ltr Fla. Dept. of State re Articles of Amend.

**FIRST ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INFRASTRUCTURE DEVELOPMENT GROUP, INC.**

97 JUL -9 PM 4:24
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1005 of the Florida Business Corporation Act, the Board of Directors adopts these Articles of Amendment:

FIRST: The name of the corporation is: INFRASTRUCTURE DEVELOPMENT GROUP, INC.

SECOND: The following Article VIII is added to the corporation's Articles of Incorporation as follows:

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation shall provide 30 calendar days' advance written notice to each holder of common stock before the issuance of any of the following (the "New Securities"), whether or not currently authorized:

- (a) Any shares of voting or nonvoting capital stock;
- (b) Any rights, options, or warrants to acquire capital stock; and
- (c) Any notes, debentures, or other debt securities that are convertible into equity securities.

That notice will be effective when received, if it is delivered personally or by telecopy or commercial courier, or on the third day after it is postmarked by the United States Postal Service, if it is delivered by first class, postage prepaid United States mail. A holder of common stock waives his right to purchase any New Securities proposed to be issued by the corporation unless he exercises that right and pays for the New Securities within 30 calendar days after the effective date of the corporation's written notice of the proposed issuance. Each holder of common stock shall have the first preemptive right (subject to adjustments to avoid the issuance of fractional shares) to purchase any New Securities for the consideration set by the corporation's board of directors and in the ratio that the respective amounts of New Securities, on a fully diluted basis, held by them on the effective date of the corporation's notice of issuance of such New Securities bears to the total number of shares of common stock outstanding, on a fully diluted basis. Each holder of common stock has the right of over allotment, so that, if a holder does not purchase his pro rata interest in the New Securities, the other purchasing holders may purchase their respective pro rata interests in that portion of the New Securities that were not purchased. A holder of

securities other than common stock does not have, solely because of any statute or his ownership of other securities of the corporation, a right to purchase any New Securities proposed to be issued by the corporation. The foregoing preemptive rights apply to all issuances of New Securities, including without limitation, the following:


- (a) Securities issued as compensation to agents, officers, directors, and employees of the corporation or its affiliates or subsidiaries;
- (b) Securities issued to satisfy conversion or option rights created to provide compensation to agents, officers, directors, or employees of the corporation or its affiliates or subsidiaries;
- (c) Shares authorized in these articles of incorporation that are issued within six months from the effective date of incorporation; and
- (d) Securities sold for other than cash consideration.

Notwithstanding the foregoing, a public offering of the common stock is excluded from the foregoing preemptive right of first refusal. The corporation may issue New Securities that are not acquired by holders of common stock to any person during a period of 90 calendar days after such New Securities have been offered to the holders of common stock at a consideration set by the board of directors that is equal to or exceeds the consideration set for the exercise of the foregoing preemptive rights. Any offer received by the corporation at a lower consideration or after the expiration of the 90-day period referenced above shall again be subjected to the preemptive rights described in this article.


THIRD: The foregoing amendment was approved on 6-15-97 1997, by the Board of Directors of the corporation without shareholder action pursuant to Section 607.1005 of the Florida Business Corporation Act. Shareholder action with respect to the foregoing amendment is not required.

FOURTH: The foregoing amendment will become effective upon the filing of the these Articles of Amendment with the Florida Department of State.


EXECUTED: 6-15-97, 1997.




Jamal Sharaf, Director



Steve Burns, Director



Mo Kataiche, Director


Eric S. Beckerman, Director

1887-001^B Articles of Amendment