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BASIC AMENDMENT

AAA UNIVERSAL NETWORKS, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 16, 1999

AAA UNIVERSAL NETWORKS, INC.
9148 BONITA BEACH RD
SUITE 202
BONITA SPRINGS, FL 34135

SUBJECT: AAA UNIVERSAL NETWORKS, INC.
REF: P97000085772

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Karen Gibson
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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
AAA UNIVERSAL NETWORKS, INC.

Pursuant to §607.1006, *Florida Statutes*, the undersigned, as President of AAA UNIVERSAL NETWORKS, INC., a Florida corporation ("Corporation"), does hereby certify that the amendment provided for herein to change the number of authorized shares of capital stock of the Corporation was adopted unanimously by written consents of the shareholders and board of directors of the Corporation pursuant to §607.0704 and §607.0821, *Florida Statutes*, on the 13th day of December, 1999, and that the number of votes cast for the said amendment by the shareholders was sufficient for approval. The document number of the Corporation is P97000085772.

1. The name of the Corporation is AAA UNIVERSAL NETWORKS, INC.
2. Subsection 7.1 of Article 7 (CORPORATE CAPITALIZATION) of the Articles of Incorporation of the Corporation is amended to read as follows:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is Ten Million (10,000,000) shares of common stock, each share having a par value of \$.001.

3. All other articles and provisions of the Articles of Incorporation as filed on October 3, 1997, shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 13th day of December, 1999.


Christopher S. Menier
President

Prepared by:
Donald P. Reed, Esq.
Johnson, Blakely, Pope, Bokor,
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