

P97000091041

WWW.SPECTRA TV.NET INC.
P.O. Box 29-4317
Boca Raton, FL 33429-4317
561 289-5175 * fax: 561 416-1857

February 28, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-02/29/00--01083--006
*****43.75 *****43.75

Re: WWW. SpectraTV.Net Inc.
P97000091041

Gentlemen,


Enclosed find two executed originals of our First Amendment to our Articles of Incorporation effecting a change of name and capitalization, approved by the written consent of the sole shareholder and the sole director.

Also enclosed is payment of \$43.75 representing the filing fee and the cost of obtaining a certified copy of the filing document.

Please call the undersigned at 561 289-5175 should you require any further documentation.

Thank you,

www. SpectraTV.Net Inc.

by: 
Paul M. Galant, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 29 AM 10:23

Mr. Galant authorized
to add date of adoption

Amend & name change
NFS 3-16-2000

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WWW. SpectraTV.Net Inc.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 29 AM 10:23

Article I. The name under which this Corporation was formed is:
WWW. SpectraTV.Net Inc.

Article II. The Articles of Incorporation of the Corporation were filed on the 21st day of October, 1997 by the Secretary of State of the State of Florida. (Document #P97000091041).

Article III. Articles 1, 4, and 7 of the Articles Of Incorporation are hereby deleted in their entirety, and respectively replaced by the following:

Article 1. *The name of this Corporation is:*

SpectraTV.Net Inc.

Article 4. This Corporation is authorized to issue **One Hundred Six Million (106,000,000)** shares of Capital Stock as follows:

4.1 Preferred Stock. **Six Million (6,000,000)** shares of **Preferred Stock**, subject to the following designations:

4.1-1 One Million (2,000,000) shares are hereby designated as:

Series 1, \$0.001 par value Convertible Preferred Stock,

each share of which shall be exchangeable for four (4) shares of \$0.001 par value Common Stock without any further consideration required, and upon such other terms and conditions as may be designated by the Board of Directors at or prior to their issuance, without further action of the Shareholders.

4.1-2 Four Million (4,000,000) shares of no par value, Preferred Stock shall remain without designation; and which shares may be issued on such terms and conditions as designated by the Board of Directors at or prior to their issuance, without further action of the Shareholders.

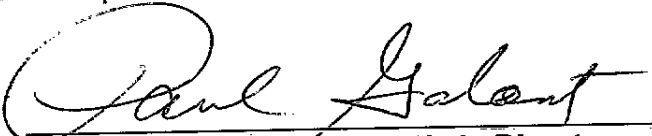
4.2 Common Stock. **One Hundred Million (100,000,000)** shares of which shall be designated as *Common Stock*, having the par value of One Mill (\$0.001) per share.

All shares of Capital Stock issued by this Corporation shall have one vote in every matter submitted to the Shareholders.

Article 7. This Corporation shall initially have at least One Director and no more than Nine Directors. The number of Directors may be increased or diminished, from time to time, by the action of the board of directors or by the majority vote of the Shareholders. A majority of the Board of Directors voting in person at a meeting duly called and held, or by their written consent taken in lieu of such a meeting, may remove a member of the Board for cause, and elect a replacement to serve until the next meeting of Shareholders.

Article IV. This first Amendment to the Articles of Incorporation shall take effect on the filing hereof by the Secretary of State of the State of Florida. This Amendment has been adopted in writing by the sole shareholder and the sole director of the corporation on February 28, 2000.

IN WITNESS WHEREOF, the undersigned under the penalty of perjury has executed this Amendment to the Articles Of Incorporation this 28th day of February, 2000.


Paul M. Galant, President/Sole Director

