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LAW OFFICES OF  
**JAMES M. HAMMOND**

JAMES M. HAMMOND

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December 14, 1998

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Net Works International, Inc.**

Dear Sir/Madam:

I enclose herein an original and copy of Articles of Amendment to Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$43.75 is enclosed, representing the following fees:

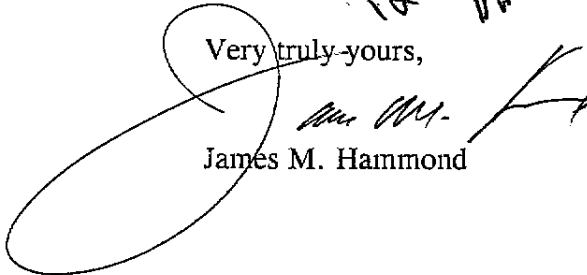
Filing Fee	\$ 35.00
Certified Copy Fee	\$ <u>8.75</u>
Total:	\$ 43.75

100002714741--1  
-12/17/98--01080--008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Please file the original Articles of Amendment to Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,

  
James M. Hammond

JMH/agw  
encl.

**FILED**  
98 DEC 17 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**Net Works International, Inc.**

**FILED**  
98 DEC 17 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of Net Works International, Inc., a Florida corporation, originally filed in Tallahassee, Florida, on November 20, 1997, effective January 1, 1998, be and they hereby are amended in the following particulars:

1. Article IV, Capital Stock, be and hereby is amended to read as follows:

**ARTICLE IV**  
**CAPITAL STOCK**

This Corporation is authorized to issue 2,000,000 shares of \$.001 par value common stock.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the directors, at least equivalent to the full value of the stock so to be issued as herein above set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and the judgment of such value shall be conclusive.

Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to these Articles of Incorporation.

2. Article VII, Pre-emptive Rights, be and hereby is amended as follows:

**ARTICLE VII, PRE-EMPTIVE RIGHTS**, shall hereby be ~~deleted~~ such that there shall be ~~no pre-emptive rights~~ amongst the shareholders, but rather, shareholders may enter into a separate shareholders' agreement.

3. The foregoing amendment and deletion was adopted by Incorporator of the corporation on the 15th day of October, 1998.

4. These Amendments have been adopted by the Incorporators without shareholder action, and a shareholder action is not required since these Amendments are being effectuated before the issuance of shares pursuant to §607.1005 of the Florida Statutes.

IN WITNESS WHEREOF, the Incorporator of this corporation has executed this Article of Amendment for the corporation on the 15th day of October, 1998.

  
JAMES M. HAMMOND, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15th day of October, 1998, by JAMES M. HAMMOND, who is personally known to me or ~~who has produced~~  
~~as identification~~ and who did not take an oath.

  
ANGELA G. WALLACE

Notary Public

My commission expires: 4/22/00

