

P98000005617

PAULA G. DRUMMOND, P.A.

A Professional Corporation
for the Practice of Law

Paula G. Drummond
Attorney and Counsellor at Law

March 16, 1998

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Paws & Claws Network, Inc.
Document # P98000005617

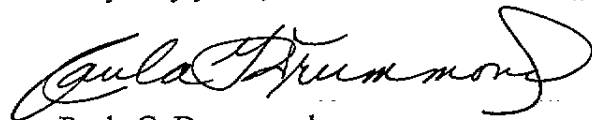
Corporate Records:

Enclosed for filing are Articles of Amendment for the above corporation, and my check in the amount of \$35.00 for the filing fee.

Please note that these Articles of Amendment did not require action by or the consent of the shareholders.

Please acknowledge receipt and filing of this document at your earliest convenience.
Thank you for your assistance.

Very truly yours,



Paula G. Drummond

PGD:cmq

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FILED
98 MAR 19 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 20 1998

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
PAWS & CLAWS NETWORK, INC.

FILED
98 MAR 19 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the Articles of Incorporation of the above named corporation having document number P98000005617 and filed on January 16, 1998, are amended as follows:

FIRST: ARTICLE IV - CAPITAL STOCK is amended to add the following terms for each class of stock authorized to be issued by the corporation:

(a) Non-participating Voting Shares shall consist of 1000 shares of stock. The NPV shares shall have the exclusive right to elect the majority of the directors of the corporation, and no other rights, either to share in the financial earnings of the corporation or to vote on any matter other than a matter directly related to the rights of the NVP shares.

(b) Common Stock - Series A shall consist of 1 million shares of the authorized amount of twenty-five million shares of common stock. Series A shares shall have the exclusive right to elect one director of the corporation. Series A shares shall have full voting rights with respect to all other matters to be voted on by common shares, including the right to vote on the other directors for which common stock shareholders are entitled to vote. Series A stock shall have the same rights as Series B Common Stock to participate in the earnings of the corporation. Series A shares have the right to be converted to Series B shares at a ratio of one share of Series A stock to two shares of Series B as such time and on such conditions as the Board shall determine.

(c) Common Stock - Series B shall consist of the remaining 24 million shares of authorized common stock. Series B shares shall have the right to elect the remaining directors of the corporation not elected by the NVP shareholders or the Series A common shareholders, and have full voting rights with respect to all other matters to be voted on by common shares. Series B shares shall participate equally in the earnings of the corporation along with Series A shares, subject to the preferences granted to the Preferred Shareholders for first participation in earnings or other rights as may be determined from time to time by the directors for the benefit of the corporation.

(d) Preferred Stock shall consist of 1000 shares of stock with no voting rights except as may be determined by the directors in the event of a default in the payment of amounts that may be due to the Preferred shareholders, and with respect to matters directly related to the rights of the Preferred Shares. The Board reserves the right to determine what preferences will be given to Preferred Shareholders at such time as shares of this class of stock are to be issued. The corporation has no plans at this time to issue preferred shares.

SECOND: ARTICLE XI-BYLAWS is amended to add the following sentence:

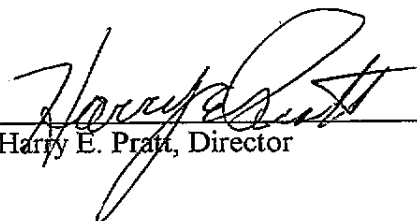
A two-thirds vote of the directors then forming the Board of Directors shall be required for any amendments, changes or repeal of the Bylaws.

THIRD: ARTICLE VII - INITIAL BOARD OF DIRECTORS is amended read as follows:

This corporation shall have one Director constituting the initial Board of Directors. The numbers of directors may be either increased or decreased from time to time in the manner provided by the bylaws; however, there shall never be less than one director or more than twelve.

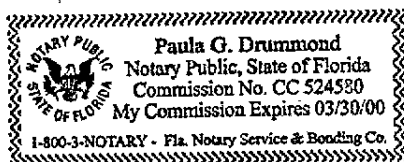
FOURTH: The foregoing amendment was unanimously adopted by Director Harry E. Pratt, the sole Director forming the Board of Directors, at the organizational meeting of the corporation on March 10, 1998.


IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment on this 16th day of March, 1998.


Harry E. Pratt, Director

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me on this 16th day of March 1996, by Harry E. Pratt, Chairman of the Board of Directors, on behalf of the above corporation. Mr. Pratt is personally known to me.




PAULA G. DRUMMOND
Notary Public, State of Florida
My Commission #: CC524580
My Commission expires: March 30, 2000