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ROBERT G. AITKENS
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TROY G. KUBES

September 8, 1998

Florida Department of State
Division of Corporations - Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

RE: Powernet Corporation
Name Change to Utilipro, Inc.
Our File No.: 11.571

FILED
98 SEP 11 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

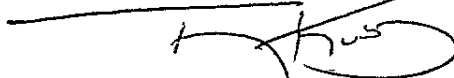
Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation of Powernet Corporation as well as a firm check for \$35.00 to cover the filing fee. Please file the above referenced Articles and file stamp the enclosed copy and return the copy in the enclosed self-addressed stamped envelope.

Please call if you have any questions.

Sincerely,

AITKENS & AITKENS, P.C.


Troy G. Kubes

tk
Enclosures

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*****35.00 *****35.00

N.C.
9-18-98
CC

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
POWERNET CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the Corporation is Powernet Corporation.

II.

Effective the date hereof, Article I of the Articles of Incorporation of Powernet Corporation is amended to read as follows:

"I.

The name of the corporation shall be: UTILIPRO, INC."

III.

This amendment, changing the corporate name from POWERNET CORPORATION to UTILIPRO, INC. was duly approved, authorized and adopted on August 19, 1998.

IV.

The amendment was approved, authorized and adopted by unanimous vote of the shareholders and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed and attested by its duly authorized officers this 19th day of August, 1998.

POWERNET CORPORATION

By: Michael R. Foley
Michael R. Foley, Director,
President and Sole Shareholder

Attest:

By: Michael R. Foley
Michael R. Foley, Secretary

POWERNET CORPORATION
946 New Bedford Drive
Marietta, Georgia 30068