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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

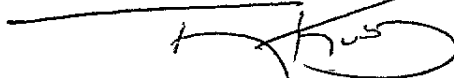
Dear Sir or Madam:

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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-09/11/98-01058-019  
\*\*\*\*\*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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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