P98000019883

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BASIC AMENDMENT

WORLDWIDE INTERNET SERVICES, INC.

FILED
99 JUN 21 AM 11:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amendment

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D. CONNELL JUN 21 1999

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
WORLDWIDE INTERNET SERVICES, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the Chief Executive Officer of Worldwide Internet Services, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida bearing Document #P98000019883 does hereby certify:

First: Pursuant to a Written Consent of the Sole Director and Majority Shareholder of said Corporation dated June 18, 1999, the Sole Director and Majority Shareholder approved the following amendment to the Corporation's Articles of Incorporation increasing the number of shares of authorized stock as follows:

Article III of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**"ARTICLE III"
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 20,000,000 shares of common stock, par value $.001 per share and 5,000,000 shares of Preferred Stock, par value $.001 per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

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The foregoing amendment was adopted by the Sole Director and Majority Shareholder of the Corporation pursuant to Written Consent of the Sole Director and Majority Shareholder dated June 18, 1999, acting unanimously and pursuant to Sections and 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, said Corporation has caused this Amendment to be signed in its name by its President this 18 day of June, 1999.

Robert Palucci, ~~President~~ CHAIRMAN/CEO