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BASIC AMENDMENT

THE DELFIN PROJECT, INC.

Certificate of Status	0
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Amendment

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6/24/99 9:06 AM



May 10, 1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 24, 1999

THE DELFIN PROJECT, INC.
7300 W CAMINO REAL
SUITE 219
BOCA RATON, FL 33433US

SUBJECT: THE DELFIN PROJECT, INC.
REF: P98000033147

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

PLEASE GIVE THE DATE OF THE MEETING MENTIONED IN #3.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson
Corporate Specialist

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE DELFIN PROJECT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, THE DELFIN PROJECT, INC., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Article V, is hereby amended in its entirety to read as follows:

Article V - CAPITAL STOCK

5.1 The total number of shares of all classes of stock that the Corporation shall have the authority to issue is Ten Million (10,000,000) shares of Common Stock in one or more classes, having no par value. Subject to such restrictions or limitations, if any, contained in the Corporation's Bylaws or shareholders' agreement; if any, the Board of Directors is expressly authorized to provide for the classification and reclassification of any unissued shares of Common Stock and the issuance thereof in one or more classes or series without the approval of the stockholders of the Corporation. The designations, relative rights, preferences, and limitations of each class of shares of the Corporation shall be as follows:

A. Common Stock

Voting Rights. The holders of Common Stock shall be entitled to one (1) vote for each share held with respect to all matters voted on by the shareholders of the Corporation.

B. Class A Common Stock

Voting Rights. Except as provided by law, the holders of Class A Common Stock shall not be entitled to vote on any matter voted on by the shareholders of the Corporation.

5.2 No holders of any shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

2. This Amendment shall be effective on the date of filing.

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Mark A. Albright, Esq. (FL Bar No.125318)
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
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Fort Lauderdale, FL 33394
(954) 462-2000

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3. This Amendment was approved by majority vote of the shareholders of the Corporation at the annual meeting of the shareholders, which vote being sufficient to approve these Articles of Amendment. The annual meeting of the shareholders was held on May 10, 1999.

Dated: May 19, 1999


Michael Makar, President

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