

P98000040838

ScheduleEarth, Inc.  
5750 Margate Blvd.  
Suite 206  
Margate, Florida 33063  
(954) 969-1558

February 28, 2000

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

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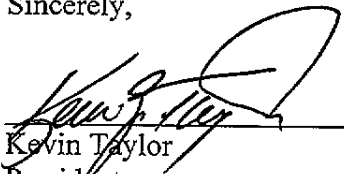
Dear Sir / Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation of ScheduleEarth, Inc., accompanied by the requisite filing fee.

Should you have any questions, please contact me.

Thank you for your assistance.

Sincerely,

  
Kevin Taylor  
President

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00 MAR -2 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Amend  
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SCHEDULEEARTH, INC.**

**ARTICLE OF AMENDMENT I.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation. The purpose of these Articles of Amendment is to amend Article VI of the Articles of Incorporation of ScheduleEarth, Inc., which presently reads as follows:

**ARTICLE VI. DIRECTORS.**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Kevin Taylor  
Dir.

2704 Oakmont Court  
Fort Lauderdale Florida, 33332

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE OF AMENDMENT II.**

Article VI of the Articles of Incorporation is amended to read as follows, effective February 28, 2000:

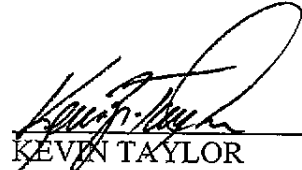
**ARTICLE VI. DIRECTORS.**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three (3) Directors.

**ARTICLE OF AMENDMENT III.**

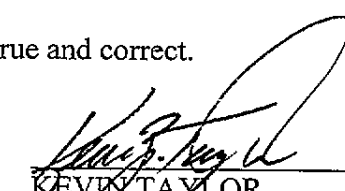
The amendment set forth above was adopted by unanimous consent of the shareholders at a Special Meeting by unanimous vote of the Shareholders of the Corporation, called, in part for such purpose, and held at the offices of Homer, Bonner & Delgado, P.A., at 100 Southeast Second Street, Suite 3400, Miami, Florida 33131 on February 28, 2000.

Dated this 28th day of February, 2000.

  
KEVIN TAYLOR  
President and Secretary

**ACKNOWLEDGMENT**

I, Kevin Taylor, hereby acknowledge, under penalties of perjury that, as Secretary of ScheduleEarth, Inc., I signed the above Articles of Amendment to the aforementioned corporation, for the purposes expressed herein and that, to the best of my knowledge, the statements contained in said Articles of Amendment are true and correct.

  
KEVIN TAYLOR  
President and Secretary

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SECRETARY OF STATE  
ALABAMA, FLORIDA