

Barbieri & Screnci PA Attorneys at Law

A. BARBIERI, JR. ¹

HEN W. SCRENCI ²

TODD B. WEPRIN ³

STEVEN C. RUBINO ⁴

FRANK C. CORSO ⁵

ADMITTED TO FLORIDA, OHIO BARS
ADMITTED TO FLORIDA & MASSACHUSETTS BARS
ADMITTED TO FLORIDA BAR
ADMITTED TO FLORIDA & NEW JERSEY BARS
COUNSEL - ADMITTED TO MASSACHUSETTS BAR ONLY

Florida Office:

3200 N. Military Trail
Suite 200
Boca Raton, FL 33431
Tel. (561) 997-5700
Fax (561) 997-8737

Massachusetts Office:

15 Court Square
Boston, MA 02108
Tel. (617) 227-0011
Fax (617) 723-2032

E-Mail Address:

info@barbieri-screnci.com

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Website:

www.barbieri-screnci.com

February 19, 2001

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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*****43.75 *****43.75

Re: Articles of Amendment of Articles of Incorporation of Network Institute, Inc.

Dear Division of Corporations:

Enclosed please find the original and one photocopy of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check made payable to the Secretary of State in the amount of \$43.75 to cover the filing fee. Please return a certified copy of these Articles to the above address as soon as the originals have been filed.

Thank you. If you have any questions, kindly contact the undersigned.

Very truly yours,

BARBIERI & SCRENCI, P.A.



Stephen W. Screnci
For the Firm

SWS:pjk
Enclosures

FILED
01 FEB 22 AM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P98000050009
387 Amend
Cert Copy
2-22-01

Articles of Amendment to Articles of Incorporation of The Network Institute, Inc.

The undersigned being the President of **THE NETWORK INSTITUTE, INC.**, a Florida corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of **THE NETWORK INSTITUTE, INC.**, a Florida corporation, on behalf of the Corporation, and further states as follows:

ARTICLE III of the ARTICLES OF INCORPORATION of the said Corporation shall be amended, changed, and altered to read as follows:

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time shall be 20,000,000 having a par value of \$0.01.

The common stock of the corporation shall have the following characteristics:

(a) At all meeting of the stockholders, the common stockholder shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter shall not disqualify from him voting thereon.

(b) Except as otherwise provided by law, the entire voting power for the election of the directors and all other purposes shall be vested exclusively in the holders of the outstanding stock.

The foregoing amendment was adopted by all of the Shareholders of this Corporation in a written action of all the Shareholders of this Corporation dated July 11, 2000. Accordingly, the number of votes cast for the amendment by the Shareholders was sufficient for approval.

