arbieri & Screnci PA Attorneys at Law

A. BARBIERI, JR. ¹ HEN W. SCRENCI ²

TODD B. WEPRIN ³ STEVEN C. RUBINO ⁴

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COUNSEL - ADMITTED OF ASSACHUSETTS 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@barbieriscrenci.com

Kikoenig.0007454.Network Institute.Corpitation to Division of Corp. wpd Website: www.barbieri-screnci.com

February 19, 2001

Corporate Records Bureau Division of Corporations Department of State 409 East Gaines Street Tallahassee, Florida 32399 200003747462--2 -02/22/01--01073--008 ******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 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 \$1001.

- (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.

Barbieri & Screnci, P.A Attorneys at Law 3200 N. Milltary Trail Suite 200 Boca Raton, FL 33431 (561) 997-5700 FADATA\CLIENTS\CORP\Network Institute\Articles of Amendment,frm

IN WITNESS WHEREOF, the undersigned President and Vice President of this Corporation have executed these Articles of Amendment to the Articles of Incorporation as of the 11th day of July, 2000, all in accordance with Section 607.1006, Florida Statutes.

THE NETWORK INSTITUTE, INC.

Witness

Kristopher M. Koenig, President

Lise Woodgy

Suzanne Egan, Secretary

(Corporate Seal)

STATE OF FLORIDA

ss:

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **Kristopher M. Koenig and Suzanne Egan** to me known to be the persons described as the President and Secretary, respectively, in and who executed the foregoing Articles of Amendment to the Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Amendment.

WITNESS MY HAND AND OFFICIAL SEAL in the County and State named above on this 11th day of July, 2000.

Notary Public

STEPHEN W. SCRENCI
MY COMMISSION # CC 902215
EXPIRES: April 3, 2004
Bended Thru Notary Public Underwriters

Barbieri & Screnci, P.A. Attorneys at Law 3200 N. Military Trail Suite 200 Boca Raton, FL 33431 (561) 997-5700