

P98000051628

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BASIC AMENDMENT

PERPETUA, INC.

Certificate of Status	0
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Amendment

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
OF
PERPETUA, INC.
(DOCUMENT NO.: P98000051628)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Perpetua, Inc., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation, initially filed with the Florida Secretary of State on June 9, 1998, as thereafter amended on June 10, 1998, July 1, 1998 and August 15, 2000. This Amendment to its Articles of Incorporation, as previously amended, was duly adopted on August 17, 2000, by the Corporation's Board of Directors acting by unanimous written consent pursuant to Section 607.0821 of the Florida Business Corporation Act (the "Florida Act") and the Amendment was approved on August 17, 2000, pursuant to Section 607.0704 of the Florida Act by unanimous written consent of the holders of all of the outstanding shares of common and preferred stock of the Corporation, all in accordance with Sections 607.1003 and 607.1004 of the Florida Act. The number of votes cast by each voting group entitled to vote thereon was sufficient for approval of the Amendment by each such voting group.

The Articles of Incorporation shall be amended as follows:

1. Section A of Article Three of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"ARTICLE THREE

A. The total number of shares of all classes of stock which the Corporation is authorized to have outstanding at any one time is One Hundred Twenty million (120,000,000) shares, of which Twenty million (20,000,000) shares shall be preferred stock, par value \$.01 per share (the "Preferred Stock"), and One Hundred million (100,000,000) shares shall be common stock, par value \$.01 per share (the "Common Stock"). All or any part of the Common Stock and Preferred Stock may be issued by the Corporation from time to time and for such consideration as the Board of Directors may determine. All of such shares, if and when issued, and upon receipt of such consideration by the Corporation, shall be fully paid and non-assessable."

2. Upon filing of this Amendment with the Florida Secretary of State (the "Effective Date") each share of Common Stock outstanding or reserved for issuance pursuant to outstanding options or warrants, or upon conversion of outstanding convertible preferred stock, shall be divided into 1000 shares of Common Stock and shareholders of record on the Effective Date shall be entitled

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to receive 999 shares of Common Stock for each share of Common Stock owned by them immediately prior to the Effective Date.

3. Upon the Effective Date, each share of Series A Convertible Preferred Stock outstanding shall be divided into 1000 shares of Series A Convertible Preferred Stock and shareholders of record on the Effective Date shall be entitled to receive 999 shares of Series A Convertible Preferred Stock for each share of Series A Convertible Preferred Stock owned by them immediately prior to the Effective Date.

IN WITNESS WHEREOF, the undersigned has caused its duly authorized corporate officer to execute this Amendment to the Articles of Incorporation, hereby declaring and certifying that this act and deed and the facts herein stated are true, and accordingly have hereunto set her hand this 8th day of December, 2000.

PERPETUA, INC.



By: _____
Slivy Edmonds Cotton, Chairman and
Chief Executive Officer