

P 98000055639

## Florida Department of State

Division of Corporations

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## BASIC AMENDMENT

INNERHOST, INC.

Certificate of Status	0
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DIVISION OF CORPORATIONS

Amendment

08-18-00

DC

**ARTICLES OF AMENDMENT  
OF THE  
RESTATED ARTICLES OF INCORPORATION  
OF  
INNERHOST, INC.**

Pursuant to the provisions of section 607.1006, of the Florida Business Corporation Act (the "Act"), this Florida profit corporation adopts the following Articles of Amendment to its Restated Articles of Incorporation, dated June 12, 2000, and does hereby certify as follows:

**FIRST:** Article IV, Part A, Section 1, is hereby amended by deleting such section in its entirety and replacing it with the following:

"The shares of such series shall be designated as Series A 9% Convertible Preferred Stock (the "Series A Convertible Preferred") and the number of shares constituting such series shall be 7,999,780 shares. The stated value of the Series A Convertible Preferred shall be \$0.645 per share, the original per share issue price (the "Convertible Preferred Stated Value")."

Article IV, Part A, Section 3, is hereby amended by deleting the first sentence of such section in its entirety and replacing such sentence with the following:

"In addition to voting rights required by law or by these Restated Articles of Incorporation, as amended or restated from time to time, subject to restrictions contained in these Restated Articles of Incorporation, the Holders of Series A Convertible Preferred shall be entitled to vote on all matters submitted to a vote of the Corporation's shareholders."

Article IV, Part B, Section 1, is hereby amended by deleting such section in its entirety and replacing it with the following:

"The shares of such series shall be designated as Series A 9% Redeemable Preferred Stock (the "Series A Redeemable Preferred") and the number of shares constituting such series shall be 10,320 shares. The stated value of the Series A Redeemable Preferred shall be \$1,000 per share, the original per share issue price (the "Redeemable Preferred Stated Value")."

**SECOND:** Pursuant to an unanimous written consent of the Board of Directors of the Corporation and by a written consent of the shareholders of the Corporation, each dated August 2, 2000, resolutions setting forth the aforementioned amendments to the Restated Articles of Incorporation of the Corporation were duly

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adopted by the entire Board of Directors and a sufficient number of shareholders to effectuate their approval pursuant to Sections 607.0821 and 607.0704, respectively, of the Act.

Except as specifically set forth herein, the remaining articles of the Corporation's Restated Articles of Incorporation shall not be amended, modified or otherwise altered.

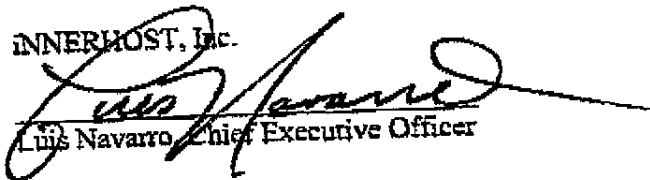
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**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Amendment as of the 18<sup>th</sup> day of August, 2000, and hereby affirms under penalty of perjury that this Articles of Amendment is the act and deed of the Corporation and that the facts contained herein are true.

INNERHOST, Inc.

  
Luis Navarro, Chief Executive Officer

[Articles of Amendment]

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