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*Jim Scutti*

December 3, 1999

Secretary of State  
Division of Corporations  
Department of State  
The Capitol  
Tallahassee, Florida 32301

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-12/07/99--01003--001  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: Atlantic Internet, Inc.

Dear Sir or Madam:

I am enclosing herewith an original and a copy of Amendment of Articles of Incorporation of Atlantic Internet, Inc. The Amendment changes the name of the Corporation from Atlantic Internet, Inc. to Atlantic Internet Holdings, Inc. and increases the number of authorized capital stock from 25,000,000 to 50,000,000 shares, \$.001 per share.

Enclosed is a check in the amount of \$43.75 which represents the following fees:

Amendment Filing Fee	\$35.00
Certified Copy Fee	<u>8.75</u>
Total:	<u>\$43.75</u>

Please file the original of the enclosed Amendment and return a certified copy to me. A self-addressed, stamped envelope is enclosed for your convenience to return the certified copy to me.

Your prompt attention to this matter would be appreciated.

Sincerely yours,

*Jim Scutti*  
Jim Scutti  
For the Firm

JS/ig  
Encl.

cc: James Williams

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
ATLANTIC INTERNET, INC.

1. The following provisions of the Articles of Incorporation of Atlantic Internet, Inc., a Florida Corporation, filed in Tallahassee on December 28, 1998, be and they hereby are amended in the following particulars:

(a) Article I, be and it hereby is amended to read as follows:

"The name of this corporation is Atlantic Internet Holdings, Inc."

(b) Article III, be and it hereby is amended to read as follows:

"The maximum number of shares of capital stock which the corporation shall have authority to issue and have outstanding at any one time shall be 50,000,000 shares of common stock having a par value of \$.001 per share."

2. The foregoing amendments were adopted by the Stockholder owning 100 percent of the outstanding voting stock of the corporation on the 9th day of November, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 2ND day of December, 1999.

ATLANTIC INTERNET, INC.

By:

Charles Wheelus, Pres. / Sec.  
Charles Wheelus, President  
and Secretary

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

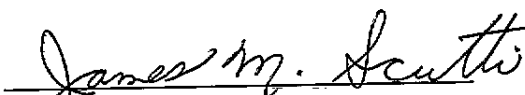

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared CHARLES WHEELUS, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of December, 1999.

My Commission Expires:

  
Notary Public, State of Florida  
  
JAMES M. SCUTTI  
My Comm Exp. 6/04/00  
Bonded By Service Ins  
No. CC559358  
☐ Personally Known    ☐ Other I.D.