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BASIC AMENDMENT

FROM2, INC.

Certificate of Status	0
Certified Copy	1
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AMEND
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FROM2, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **FROM2, INC.** (the "Corporation"), Document #P99000001575, filed on November 16, 1999.

2. The following amendments to the Articles of Incorporation were adopted by the Directors of the Corporation and by the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on January 8, 2001 in the manner prescribed by Section 607.1003 of the Act:

RESOLVED, that the introductory paragraph of Article IV of the Corporation's Amended and Restated Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE IV

Capital Stock

The Corporation shall have authority to issue a total of 165,000,000 shares, consisting of (i) 135,000,000 shares of common stock, \$.01 par value per share (the "Common Stock"), and (ii) 30,000,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock"), of which 7,800,000 shares have been designated as "Series A Convertible Preferred Stock" and 16,462,420 shares have been designated "Series B Convertible Preferred Stock." Article IV hereof contains a description of the Preferred Stock and a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof.

RESOLVED FURTHER, that the first sentence of paragraph B(1) of Article IV of the Corporation's Amended and Restated Articles of Incorporation shall be amended in its entirety to read as follows:

B. Description and Designation of Convertible Preferred Stock.

1. **Designation.** A total of 7,800,000 shares of the Corporation's Preferred Stock shall be designated as "Series A Convertible Preferred Stock" (hereinafter, the "Series A Preferred") and a total of 16,462,420 shall be designated as

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"Series B Convertible Preferred Stock" (hereinafter, the "Series B Preferred"). As used herein, (A) the term "Preferred Stock" used without references to the Series A Preferred and/or the Series B Preferred means the shares of Series A Preferred, Series B Preferred and the shares of other series of authorized Preferred Stock of the Corporation designated from time to time by a resolution or resolutions of the Board of Directors, share for share alike and without distinction as to class or series, except as otherwise expressly provided for in this Article IV of these Articles of Incorporation or as the context otherwise requires; and (B) the term "Convertible Preferred Stock" means the shares of Series A Preferred and Series B Preferred, share for share alike and without distinction as to class or series, except as otherwise expressly provided for in this Article IV of these Articles of Incorporation or as the context otherwise requires.

3. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of From2, Inc. this 17th day of January, 2001.

FROM2, INC.
a Florida corporation

BY: _____


Leon Falis, President