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Division of Corporations

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BASIC AMENDMENT
HOSTLOGIC, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 29, 1999

HOSTLOGIC, INC.
1515 SOUTH FEDERAL HIGHWAY
SUITE 103
BOCA RATON, FL 33432

SUBJECT: HOSTLOGIC, INC.
REF: P99000023169

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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Karen Gibson
Corporate Specialist

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**ARTICLES OF AMENDMENT
FOR
HOSTLOGIC, INC.**

Pursuant to Florida Statutes 607.1006, the Articles of Incorporation of the above named Corporation are hereby amended as follows:

1. Article III - Capital Stock is hereby amended to read as follows:

- a. The Corporation is authorized to issue 21,000,000 shares divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	20,000,000	\$0.01
Preferred	1,000,000	\$1.00

- b. The preferred shares shall only be entitled to receive stock dividends in kind at the annual rate of 10% of the outstanding preferred shares. If said shares are held for less than a full year, the annual rate of 10% shall be adjusted accordingly. The preferred shares shall not be entitled to vote on any matters unless provided by Florida law.
- c. The preferred shares shall be redeemed in whole at par value (\$1.00 per share) upon the occurrence of any of the following events:
- (i) The Corporation conducts an initial public offering (IPO) of its stock;
 - (ii) The Corporation is acquired by a third party through a merger; or
 - (iii) The Corporation sells all or substantially all of its assets.
- d. To the extent dividends provided for in (b) above have accumulated prior to the occurrence of any of the events listed in (c), such dividends shall be paid prior to the mandatory redemption.

2. Article X - Grant of Preemptive Rights is hereby eliminated.

3. The number of votes cast for the Amendment by the Shareholders was sufficient for approval.

Gregory J. Blodig, Esq.
Greenspoon, Marder et al.
100 W. Cypress Creek Rd., #700
Ft. Lauderdale, FL 33309
954-491-1120
Fla. Bar No. 274062

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4. The foregoing amendments were adopted on July 26, 1999.

Whereof, the undersigned has executed these Articles of Amendment this 28 day
of July, 1999.


Chris J. Terry, President