

P99000048283

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BASIC AMENDMENT

TERRA NETWORKS USA, INC.

Certificate of Status	0
Certified Copy	1
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AMEND
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 21, 2000

PLEASE GIVE ORIGINAL SUBMISSION
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TERRA NETWORKS USA, INC.
C/O GREENBERG TRAUER, P.A.
1221 BRICKELL AVE, 21ST FL
MIAMI, FL 33131

SUBJECT: TERRA NETWORKS USA, INC.
REF: P99000048283

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

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 2000 corporate annual report/uniform business report form in a timely manner. To reinstate the corporation you must submit the attached reinstatement application or annual report/uniform business report form and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600 reinstatement fee, \$61.25 filing fee for the current year, and \$88.75 corporate supplemental fee for the current year.

Therefore, the total amount due to reinstate the corporation is \$750.00. Add an additional \$8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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SECRETARY OF STATE
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TERRA NETWORKS USA, INC.**

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

1. The name of the corporation is **TERRA NETWORKS USA, INC.** (the "Corporation"), Charter #P99000048283, originally filed on May 26, 1999.

2. The following Amendment to the Articles of Incorporation was adopted by the Unanimous Written Consent of the Board of Directors and Shareholders of the Corporation, the number of votes cast being sufficient for approval, on November 28, 2000:

RESOLVED, that Article III of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE III

The total number of shares of capital stock which the Corporation shall have the authority to issue is Two Thousand (2,000) shares of common stock, par value \$0.01 per share.

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of **TERRA NETWORKS USA, INC.** this 28th day of November, 2000.

TERRA NETWORKS USA, INC.

Antonio Garcia-Urgales, Chief Executive Officer