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January 8, 2000

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Division of Corporations
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

RE: **LIGHTSPEED PC & NETWORKS, INC.**
#P99000051801

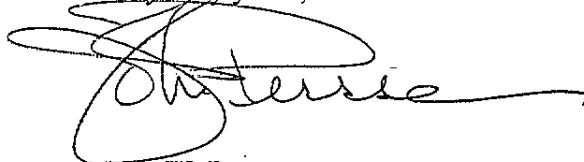
FILED
00 JAN 12 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sirs/Madams:

Enclosed please find Articles of Amendment to the Articles of Incorporation of the above referenced corporation. Also enclosed is a check in the amount of \$43.75 for filing the Amendment and providing me with a certified copy of the Amendment is enclosed.

Please process this request at your earliest convenience.

Very truly yours,



John W. Persse

JWP/jvp
Enclosures

Amend

V. SHEPARD JAN 24 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LIGHTSPEED PC & NETWORKS, INC.**

FILED
00 JAN 12 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article III of the Articles of Incorporation shall be amended to read as follows:

"ARTICLE III - Authorized Shares

The total number of shares which the corporation is authorized to issue is One Million (1,000,000) shares. Five Hundred Fifty Thousand (550,000) shares shall be designated Series A Common Stock, Two Hundred fifty Thousand (250,000) shares shall be designated Series B Common Stock and Two Hundred Thousand (200,000) shares shall be designated Class C Common Stock. Series A shares shall have unlimited voting rights and shall fully participate in distributions of the corporation, including dividends and distributions upon the dissolution of the corporation. Series B shares shall have no voting rights but shall fully participate in distributions of the corporation, including dividends and distributions upon the dissolution of the corporation. Series C shares shall have no voting rights and shall not be entitled to any dividend or distribution other than in connection with the sale or dissolution of the corporation."

SECOND: Shares of the corporation outstanding on the date hereof shall be cancelled and reissued as an equal number of shares of Series A common stock of the corporation.

THIRD: A new Article VIII of the Articles of Incorporation is added as follows:

"ARTICLE VIII - Preemptive Rights

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation of the class held by the shareholder or securities of the corporation, convertible into or carrying a right to subscribe to or acquire shares of the class held by the shareholder, which may be issued at any time by the corporation.

FOURTH: The Amendment to the Articles of Incorporation of the corporation set forth above was duly adopted by the Board of Directors of the corporation on November 19, 1999. The Amendment to the Articles of Incorporation of the corporation set forth above was duly adopted by the Shareholders of the corporation on November 19, 1999. The number of votes cast for the Amendment was sufficient for approval.

Signed this 19th day of November, 1999.

LIGHTSPEED PC & NETWORKS, INC.

By: Robert A. Nicholson
Robert A. Nicholson, President