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March 22, 2000

Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

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-04/05/00--01084--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Cardinal Capital.Net, Inc. (the "Company")

Gentlemen:

On behalf of the Company I am submitting the enclosed Articles Amendment to the Company's Articles of Incorporation for filing with the Florida Department of State. I have enclosed a check in the amount of \$87.50 representing the \$35.00 filing fee for the Articles of Amendment and the \$52.50 fee for obtaining a certified copy of the Articles of Incorporation, as amended to date, of the Company.

If you any questions regarding this matter, please feel free to contact me.

Very truly yours,

*Thomas R. Blake*  
Thomas R. Blake

TRB/liz

FILED  
00 APR -5 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Amend  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CARDINAL CAPITAL.NET, INC.

FILED  
00 APR -5 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I.

The name of the corporation is Cardinal Capital.Net, Inc. (the "Corporation").

II.

Article VIII of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

"ARTICLE VIII

The number of directors constituting the Board of Directors is two, whose names and addresses are:


Hershel F. Smith, Jr.  
800 Douglas Road  
Suite 340  
Coral Gables, Florida 33134

Christopher A. Sweeney  
800 Douglas Road  
Suite 340  
Coral Gables, Florida 33134"

III.

This Amendment to the Articles of Incorporation was duly adopted pursuant to Section 607.1006 of the Florida Business Corporation Act by the Incorporator of the Corporation and, as no shares of capital stock of the Corporation have yet been issued, shareholder action was not required.

IN WITNESS WHEREOF, I, Hershel F. Smith, Jr., being the Incorporator of Cardinal Capital.Net, Inc., have caused these Articles of Amendment to be executed on this 29th day of March, 2000.

  
Hershel F. Smith, Jr., Incorporator