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BASIC AMENDMENT

INTERNET MARKETING SOLUTIONS-USA, INC.

Certificate of Status	0
Certified Copy	0
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AMENDED
9/25/02
(21)

Audit #H02000203699
**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
INTERNET MARKETING SOLUTIONS-USA, INC.**

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

First Amendment:

ARTICLE I
Name and Address

The name of this Corporation is:

INTERNET MARKETING SOLUTIONS-USA, INC.

The mailing address and street address of the Corporation are:

**8381 GUNN HIGHWAY
TAMPA, FL 33626**

Second Amendment:

ARTICLE VI
Registered Office and Agent

The street address of the registered office of this Corporation is:

**5828 BITTER ORANGE AVENUE
TAMPA, FL 33625**

and the name of its registered agent at such address is:

PATRICIA Y. SMITH

Third Amendment:

ARTICLE VII
Board of Directors

This Corporation shall have Two director(s). The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the directors of this Corporation is:

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Name and Address

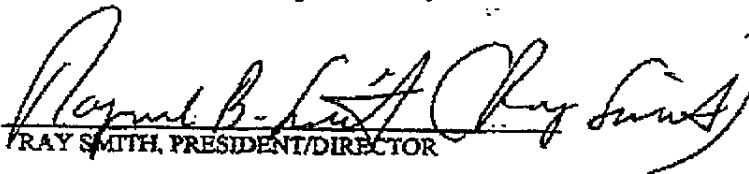
RAY SMITH, PRESIDENT
8381 GUNN HIGHWAY
TAMPA, FL 33626

PATRICIA Y. SMITH, VICE PRESIDENT/SECRETARY
5828 BITTER ORANGE AVENUE
TAMPA, FL 33625

The Adoption of Amendment(s) was/were adopted by the board of directors on September 25, 2002 without shareholder action and shareholder action was not required.

Signed on September 25, 2002.

Signature:


RAY SMITH, PRESIDENT/DIRECTOR

This form was prepared with the assistance of CourtAccess Centers of America Inc., a non-lawyer located at 3249 W Cypress St., Suite C, Tampa, FL 33607, 813-875-1333.

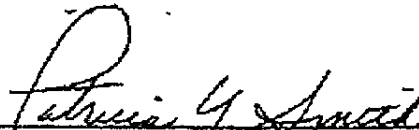
Audit # H02000203699

Audit #H02000203699

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: September 25, 2002


PATRICIA Y. SMITH

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