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BASIC AMENDMENT

GIGATON.COM, INC.

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Special Messages: Per the request of Ms. Gibson, Corporate Specialist, enclosed is a cleaner copy of the articles of amendment. Kindly fax the certificate as soon as the amendment has been filed. Thank you for your assistance.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 2000

GIGATON.COM, INC.
1200 BRICKELL AVE., SUITE #680
MIAMI, FL 33131

SUBJECT: GIGATON.COM, INC.
REF: P99000069596

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Karen Gibson
Corporate Specialist

FAX Aud. #: H00000004888
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GIGATON.COM, INC.**

I.

The name of the corporation is Gigaton.com, Inc. (hereinafter called the "Corporation").

II.

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

ARTICLE III - CAPITAL STOCK

A. Authorized Shares. The aggregate number of shares which the Corporation shall have the authority to issue is 20,000,000 shares of common stock, par value \$.01 per share ("Common Stock").

B. Acquired Shares. Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Corporation cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

C. Preemptive Rights. The following holders of the Corporation's Common Stock shall have the preemptive right to acquire shares of capital stock of the Corporation proposed to be sold by the Corporation upon the terms and conditions set forth in this Article III Section C:

Andres Barresi
Ingrid Graefe
Eduardo Gutierrez

(solely for purposes of this Section C, Andres Barresi, Ingrid Graefe and Eduardo Gutierrez are collectively referred to as the "Shareholders" and individually as a "Shareholder").

(i) Grant of Right. If the Corporation proposes to and does issue (the "Third Party Issuance") additional shares of its capital stock (including shares issued as compensation to directors, officers or employees of the Corporation or any subsidiaries of the Corporation) to any Person (as hereinafter defined), other than to all of the Shareholders in proportion to each Shareholders' ownership of the capital stock of the Corporation, then each Shareholder shall have the right (the "Preemptive Right") to purchase shares of such capital stock so that, immediately after such purchase and the Third Party Issuance, each Shareholder shall own the

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same percentage of shares of issued and outstanding capital stock of the Corporation as such Shareholder had owned prior to the proposed Third Party Issuance.

For purposes of this Article III Section C, the term "Person" shall mean any individual, sole proprietorship, partnership (including a limited partnership), joint venture, trust, unincorporated organization, association, company, institution, public benefit company, limited liability company, joint stock company, entity or government (whether federal, state, county, city, municipal or otherwise, including, without limitation, any instrumentality, division, agency, body or department thereof).

(ii) Procedure. The Corporation shall give each Shareholder ten (10) business days prior written notice of any proposed Third Party Issuance of capital stock which would entitle the Shareholders to exercise their Preemptive Rights under Section C(i) hereof. Upon receipt of such notice, each Shareholder shall have ten (10) business days (the "Exercise Period") to exercise the Preemptive Right. If by the expiration of the Exercise Period, a Shareholder notifies the Corporation that it does not wish to exercise its Preemptive Right or has failed to give notice to the Corporation, then the Corporation shall offer to the remaining Shareholders electing to exercise their Preemptive Rights (the "Exercising Shareholders") the capital stock ("Additional Shares") declined to be acquired by the other Shareholder(s) (the "Non-Exercising Shareholders") on a pro rata basis. Within five (5) business days of receipt of notice from the Corporation, an Exercising Shareholder shall advise the Corporation in writing of the number of Additional Shares to be acquired by the Exercising Shareholder pursuant to this Section C(ii). If by the expiration of the Exercise Period, none of the Shareholders notify the Corporation that they wish to exercise their Preemptive Rights or have failed to give notice to the Corporation, then the Corporation may continue with and effect the proposed Third Party Issuance. If a Shareholder chooses to exercise its Preemptive Right during the Exercise Period, the Corporation shall take all actions reasonably necessary to issue such capital stock to such Shareholder in accordance with this Section C and may continue with and effect the proposed Third Party Issuance.

(iii) Exercise Price. In connection with the exercise of the Preemptive Right: (a) the exercise price shall be the same price at which the capital stock is being issued pursuant to the Third Party Issuance; and (b) the terms and conditions of the purchase shall be, as nearly as reasonably practicable, the same as the terms and conditions of the Third Party Issuance. If all or part of the Third Party Issuance offering price consists of any consideration other than cash, then the per share price at which a Shareholder is offered the capital stock shall be the amount determined by dividing the total number of shares of capital stock which are the subject of the Third Party Issuance into the sum of (a) the aggregate amount of cash, if any, proposed to be paid for such capital stock; and (b) the aggregate fair market value of the non-cash consideration proposed to be paid for such capital stock (taking into account, in determining such fair market value, any liabilities associated with such non-cash consideration).

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This Amendment to the Articles of Incorporation was duly adopted by the Corporation effective as of January 31, 2000 pursuant to Section 607.1003 of the Florida Business Corporation Act by the unanimous written consent of the Board of Directors and by the written consent of a majority of the holders of the issued and outstanding shares of Common Stock of the Corporation. The number of votes cast in favor of the amendment by such holders of the Corporation's Common Stock was sufficient for approval.

IN WITNESS WHEREOF, Gigaton.com, Inc. has caused these Articles of Amendment to be executed on this 31st day of January 2000.

By:

Name:


Patricia Gutierrez

Title:

CEO Patricia Gutierrez

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