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PEGGY D. ADOLPHSON, C.L.A.

PLEASE REPLY TO:

P.O. Box 676
Ponte Vedra Beach, FL 32004-0676

Jacksonville Office: (904) 998-9800

February 8, 2000

Attention: Amendments Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/10/00--01104--016
*****35.00 *****35.00

Re: ValuePay.Com, Inc.

Ladies and Gentlemen:

Enclosed is an original Certificate of Amendment to the Articles of Incorporation to be filed in the Secretary of State's office on behalf of the above corporation. Also enclosed are (i) a copy of the Amendment to be file stamped by your department and returned to us and (ii) our check for \$35.00 to cover filing fees.

If you have any questions concerning this document, please contact me.

Very truly yours,

WALKER & FAIRBANKS, P.A.



Peggy D. Adolphson
Certified Legal Assistant

pa
Enclosures

FILED
00 FEB 10 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED
CER
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**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
VALUEPAY.COM, INC.**

FILED
00 FEB 10 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALUEPAY.COM, INC., a Florida corporation, under its corporate seal and under the hand of its President and Secretary, hereby certifies that:

The following amendment was adopted on September 15th, 1999, by the affirmative vote of the Shareholders of a majority of the shares entitled to vote on the amendment, in accordance with Florida Statutes Section 607.1003 (1999). The number of votes cast was sufficient for approval.


RESOLVED, that the Articles of Incorporation be amended in the following particulars: Article IV will be deleted and the following language inserted in its place:

ARTICLE IV

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 50,000,000 shares of common stock, each with a par value of \$.01.

FURTHER RESOLVED, that the President and Secretary be, and they hereby are, authorized and directed to file a Certificate of Amendment with the State of Florida Division of Corporations to effectuate such amendment.

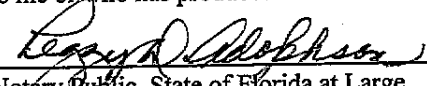
VALUEPAY.COM, INC.

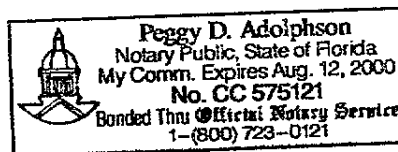
By: 
Gulshan Bahl
President

STATE OF FLORIDA)

COUNTY OF 

The foregoing Certificate of Amendment was acknowledged before me this 8th day of February, 1999, by Gulshan Bahl, who is the President of ValuePay.Com, Inc. and who is personally known to me or who has produced identification.


Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



☒ Personally known.

☐ Produced _____ as identification.

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