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FREDERICK C. BARNES
ATTORNEY AT LAW

112 E. CONCORD STREET
ORLANDO, FLORIDA 32801

(407) 425-2005
Fax (407) 423-1358

September 28, 1999.

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

300003001823--5
-09/30/99-01068-001
*****35.00 *****35.00

Re: Zenternet ISP, Inc.

Dear Sir or Madam:

Please find enclosed the "Written Consent of the Directors of Zenternet, ISP, Inc. to Amendment of the Articles of Incorporation." Also enclosed is the Amended Articles of Incorporation which contain the amendments set forth in the written consent.

A check for \$35.00 is enclosed for the filing fee.

Thank you for your attention to this matter.

Sincerely,

Frederick C. Barnes
Frederick C. Barnes

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 30 PM 4: 03

*Mr. Barnes authorized
to take word first
out of art VIII and to
add at a future date*

*Amend
KFS 10-12-99*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 SEP 30 PM 4: 03

AMENDED ARTICLES OF INCORPORATION

OF

ZENTERNET ISP, INC.

We, the undersigned, being of legal age and natural person do hereby subscribe to, acknowledge and file these Amended Articles of Incorporation for the purpose of creating a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

ZENTERNET ISP, INC.

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

1,000,000 Shares Common Stock - \$0.01 par value
4,000,000 Shares Preferred Stock - \$0.01 par value

All of said stock shall be payable in cash, property, real or personal, labor services in lieu of cash, at just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration shall have been paid.

ARTICLE IV

The amount of capital with which this Corporation shall commence business shall not be less than Ten Thousand Dollars (\$10,000.00).

ARTICLE V

This Corporation shall commence its existence on the date of filing and shall have perpetual existence thereafter unless sooner dissolved according to law.

ARTICLE VI

The principal office of the Corporation shall be at:

1001 West Commercial Boulevard, Ft. Lauderdale, Florida 33311

Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places, both within and outside of the State of Florida, and in any foreign countries.

The name and address of the registered agent of this Corporation is:

Frederick C. Barnes	112 East Concord Street Orlando, Florida 32801
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ARTICLE VII

The business of the Corporation shall be conducted by a Board of Directors of not less than two (2), to be increased at the discretion of the Board of Directors.

ARTICLE VIII

The name and post office address of the Board of Directors of this Corporation, all subject to the Corporation Law of the State of Florida, who shall hold office for the first year, or until its successors are duly elected and qualified are:

Jason Donovan	1001 West Commercial Boulevard Ft. Lauderdale, Florida 33311
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Mark T. Harmon	2718 Osprey Creek Lane Orlando, Florida 32825
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ARTICLE IX

The name and post office address of the officers of the Corporation are as follows:

Jason Donovan President and Treasurer	1001 West Commercial Boulevard Ft. Lauderdale, Florida 33311
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Mark T. Harmon
Vice President
and Secretary

2718 Osprey Creek Lane
Orlando, FL 32825

ARTICLE X

The name and post office address of the subscriber to the Certificate of Incorporation is as follows:

Barry Kates

9002 Southwest 152nd Street
Miami, Florida 33157

ARTICLE XI

This Corporation shall indemnify any officer or director of any former officer or director, to the fullest extent permitted by law, either now existing or hereinafter enacted.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

ARTICLE XIII

This Corporation reserves the right, if it so wishes, to elect to be an 1120 Subchapter S Corporation, and the right to elect to approve and adopt a plan to

offer shares of common stock for sale under said section of the Internal Revenue Code and all other rights contained therein, and may elect to receive all rights of Section 1244 of the Internal Revenue Code of 1954, as amended.

ARTICLE XIV

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of any such Corporation.

ARTICLE XV

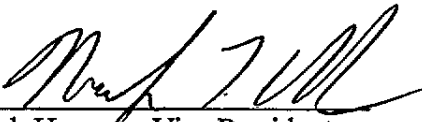
The private property of the stockholders shall not be subject to the payment of the Corporation debts, to any extent whatsoever. The Corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 17th day of September, 1999.

ZENTERNET ISP, INC.

By: 
Mark Harmon, Vice President
and Secretary

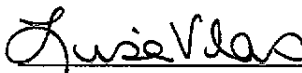
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Mark Harmon, who is personally known to me and who did not take an oath and whose name is signed on the foregoing Certificate of Incorporation of Zenternet ISP, Inc., and is described in said Certificate as the Incorporator of said Corporation, and acknowledged before me that he executed the same of the purposes herein expressed.

SWORN TO AND SUBSCRIBED this 27 day of September,
1999.

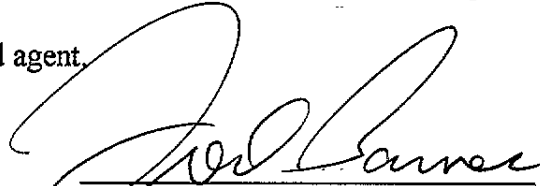
NOTARY PUBLIC - STATE OF FLORIDA
LISA VLAS
COMMISSION # CC818942
EXPIRES 3/18/2003
BONDED THRU ASA 1-888-NOTARY1


Notary Public

Lisa Vlas
Printed Name of Notary

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.


Frederick C. Barnes

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 SEP 30 PM 4:03

**WRITTEN CONSENT OF THE DIRECTORS
OF ZENTERNET ISP, INC. TO AMENDMENT
OF THE ARTICLES OF INCORPORATION**

The undersigned, being the sole Directors of ZENTERNET ISP, INC., a Florida corporation (hereinafter referred to as the "corporation"), a corporation for which shares have not yet been subscribed to or issued, hereby consent to, authorize, adopt and approve the following corporate actions and resolutions by written consent:

RESOLVED, that Article VI of the Articles of Incorporation of the Corporation be amended to change the address of the corporation to:

**1001 West Commercial Blvd.
Ft. Lauderdale, FL 33311**

RESOLVED, that Article VI of the Articles of Incorporation of the Corporation be amended to change the designation of the registered agent to:

**Frederick C. Barnes
112 E. Concord Street
Orlando, FL 32801**

RESOLVED, that Article VIII of the Articles of Incorporation of the Corporation be amended to change the designation of the first Board of Directors to solely:

**Jason Donovan
1001 West Commercial Blvd.
Ft. Lauderdale, FL 33311**

**Mark Harmon
2718 Osprey Creek Lane
Orlando, FL 32825**

RESOLVED, that Article IX of the Articles of Incorporation of the Corporation be amended to change the designation of the officers of the Corporation to solely:

**Jason Donovan, President and Treasurer
1001 West Commercial Blvd.
Ft. Lauderdale, FL 33311**

Mark Harmon, Vice President and Secretary
2718 Osprey Creek Lane
Orlando, FL 32825

Dated this 9 day of September, 1999.

Barry Kates 9/9/99
Barry Kates Date

Ray Steinman 9/9/99
Ray Steinman Date

* - Barry Kates and Ray Steinman to be added as Board of Directors. (BH) (R)
at a future time. (S.D.)