

P99000080968



Universal Access Card, Inc.

801 West Bay Drive, Suite 203, Largo, Florida 33770 USA
Tel (727) 587-0837 Fax (727) 587-0971

August 2, 2000

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

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-08/03/00--01072--002

*****35.00 *****35.00

RE: Amendment to Articles of Incorporation

Please find enclosed the Amendment to the Articles of Incorporation. We have enclosed the required \$35 fee for doing the same.

We would greatly appreciate this change being done as soon as possible.

Thanking you in advance, we remain,

Sincerely,

UNIVERSAL ACCESS CARD, INC.

Bernard Retrescue
President

Enclosures: Amendment and \$35 check

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 PM 3:06

Amend.

V. SHEPARD AUG 6 2000

Articles of Amendment
to Articles of Incorporation
of

UNIVERSAL ACCESS CARD, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 PM 3: 06

The undersigned, being both the President and UNIVERSAL ACCESS CARD, INC., a Florida corporation, charter number P99000080968, (hereinafter the "Corporation"), DOES HEREBY CERTIFY as follows:

FIRST: That the Board of Directors of the Corporation have adopted resolutions setting forth a proposed amendment to the Corporation's Articles of Incorporation to increase the authorized number of shares of Common Stock of the Corporation as set forth below by deleting Article V thereof, and substituting a new Article V in lieu thereof, declaring said amendment to be advisable and directing that the amendment be submitted to the shareholders of the Corporation for approval as permitted by Chapter 607 of the General Corporation Law of the State of Florida.

SECOND: That the amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

THIRD: That Article V of the Articles of Incorporation of the Corporation is deleted and the following new Article V is substituted in lieu thereof:

ARTICLE V

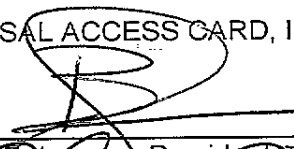
Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 200,000,000 shares having a par value of \$0.0001 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

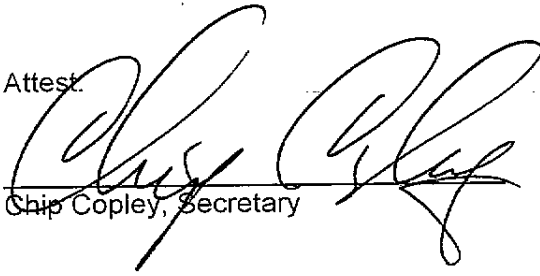
IN WITNESS WHEREOF, the undersigned being both the President and Secretary of the Corporation have hereunto set their hand as of the 25th day of May, 2000 and for the purpose of amending the Articles of Incorporation under the laws of the State of Florida, Section 607.1006 and of the Florida Statutes, and hereby make and file with the Department of State of the State of Florida the Articles of Amendment and certify that the facts herein stated are true and that the amendment was/were adopted by the incorporator without shareholder action, and shareholder action was not required.

UNIVERSAL ACCESS CARD, INC.


Bernard Petresque, President/Incorporator


Chip Copley, Secretary

Attest.


Chip Copley, Secretary