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BASIC AMENDMENT

FOURBIT GROUP, INC.

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Amendment

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**ARTICLES OF AMENDMENT  
 TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
 FOURBIT GROUP, INC.**

Pursuant to Section 607.1006 of the Florida Statutes, FOURBIT GROUP, INC., a Florida profit corporation ("Corporation"), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation ("Articles"):

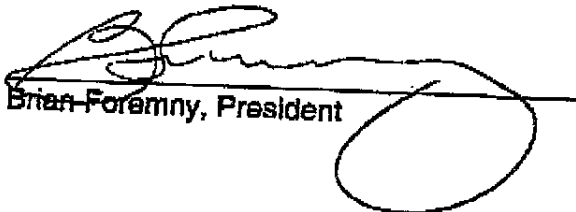
**FIRST:** Amendment adopted: The first paragraph of Article V, Section D, of the Corporation's Articles is being amended in its entirety so that the first paragraph of Article V, Section D, shall now read as follows:

**"D. Rights, Preferences and Restrictions of Series A Preferred Stock.**  
 The first series of Preferred Stock shall be designated "Series A Preferred Stock" and shall consist of Nine Hundred Eighty Thousand Six Hundred Thirty-Four (980,634) shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Series A Preferred Stock are as set forth below."

**SECOND:** The date of the Amendment's adoption: November 20, 2001.

**THIRD:** The number of votes cast by the shareholders for the Amendment was sufficient for approval. The Amendment was approved by the holders of the Corporation's Common Stock and by the holders of the Corporation's Series A Preferred Stock, each voting as a separate group, and the number of votes cast by the shareholders of each group for the Amendment was sufficient for approval.

Signed this 20<sup>th</sup> day of November, 2001.

  
 Brian Foremny, President