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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, adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

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

"D. DESIGNATION OF SERIES A PREFERRED STOCK

Rights, Preferences and Restrictions of Series A Preferred Stock. The Preferred Stock authorized by the Corporation's Articles of Incorporation may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated "**Series A Preferred Stock**" and shall consist of Two Million Three Hundred Thousand (2,300,000) 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: March 7, 2002.

THIRD: The Amendment was approved by a majority of the shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 7th day of March 2002.



Brian Foremny, President

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TOTAL P.02