

P99000089565

Law Office

G.W.S. SIMPSON III, P.A.

431 Canal Street, New Smyrna Beach, Florida 32168 (904) 427-2360

March 29, 2000

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

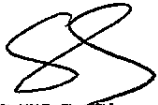
000003193880--6
-04/03/00--01125--011
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing please find the Articles of Amendments to Articles of Incorporation of U.S. City Network, Inc. I also enclose my check number 2239 in the amount of \$35.00 as your fee for the same.

If you have any questions or require anything further please contact my office.

Sincerely,



G.W.S. Simpson III

GWSS\sfc
enclosures

FILED
00 APR -3 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

V. SHEPARD APR 12 2000

ARTICLES OF AMENDMENTS TO ARTICLES OF INCORPORATION OF

U.S. CITY NETWORK, INC.

FILED
00 APR -3 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, U.S. CITY NETWORK, INC., a Florida corporation, through its sole incorporator, hereby adopts the following Articles of Amendment to its Articles of Incorporation filed October 7, 1999, corporate charter number P99000089565:

I. Amendments:

- (1) Article III of the Articles of Incorporation filed October 7, 1999, is hereby amended by deleting the original Article III in its entirety and replacing it with the following:

"ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue SEVEN MILLION (7,000,000) SHARES of No Par Value voting common stock. The stock shall be issued in SEVEN (-7-) separate classes, each class consisting of one million (1,000,000) shares of stock, and each share of each class being entitled to vote. The classes of stock shall be designated as: "Class I Voting Common Stock", "Class II Voting Common Stock", "Class III Voting Common Stock", "Class IV Voting Common Stock", "Class V Voting Common Stock", "Class VI Voting Common Stock", and "Class VII Voting Common Stock". Any class of stock which has any issued shares shall be entitled to elect one director, and upon the issuance of any shares for any class of stock the number of directors shall be increased accordingly, and a resolution of the board of directors shall be made recognizing such increased director and a majority of the then acting directors shall appoint a person to fill the new director position; 90 days after the first issuance of such shares of a class, the shareholders of that class shall have a special meeting to elect their director. Except for the voting rights as to directors, all shares are identical."

- (2) The Articles of Incorporation filed October 7, 1999, is hereby amended by adding thereto the following new Article VI:

"ARTICLE VI - DIRECTORS

This corporation shall have two (-2-) Directors constituting the initial Board of Directors. Each class of stock which has issued stock is entitled to elect one director. The number of Directors may be either increased or decreased from time to time as set forth in the By-laws, but each class shall maintain its proportionate share of elected directors. The name and address of the initial members of the Board of Directors is:

Class I director: John Farrell
580 Williams Road, New Smyrna Beach, Fl 32168

Class II director: Warren W. Crawford
400 Patricia Drive, New Smyrna Beach, Fl 32168".

/

/

II. These amendments are effective November 18, 1999.

III. This amendment was made before any shares have been issued and is made by the sole incorporator, and therefore no other approval of any director or shareholder is required.

IV. The below stated sole incorporator hereby approves these amendments.


Dated November 18, 1999.

Incorporator:


Mary M. Crawford

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was sworn to and executed before me this November 18, 1999, by Mary M. Crawford who produced a Florida drivers license as identification and who did take an oath that the above stated matters are true and correct.


November 18, 1999

(SEAL)

