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Alex. SALGADO
6795 SW. 107th Terrace
Miami, FL 33156

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -9 PM 2:18

May 15, 2000

Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

Re: HYPERGATE.COM, INC.

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-06/09/00--01055--011
*****43.75 *****43.75

Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Amendment of HYPERGATE.COM, INC. In addition, a check in the sum of \$43.75 is enclosed.

Please file the original of the enclosed Articles of Amendment and return the certified copy to my office in the enclosed self addressed envelope.

Thank you for your prompt attention to this matter.

Sincerely,


Alexander M. Salgado

Amend

V. SHEPARD JUN 15 2000

Fax Audit No. H00-_____

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ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HYPERGATE.COM, INC.

The undersigned, Alexander M. Salgado, President of Hypergate.com, Inc., a Florida corporation (the "Corporation"), does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that the Articles of Incorporation of the Corporation (the "Articles"), are hereby amended as follows:

1. Article V of the Articles of the Corporation is hereby amended and restated in its entirety to read as follows:

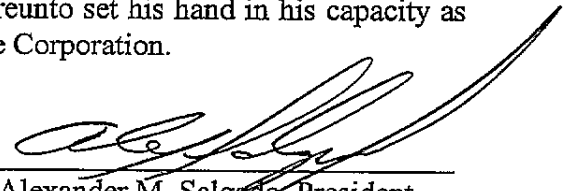
"ARTICLE V

Capital Stock

The total number of shares of all classes of stock which the corporation shall have authority to issue is TEN MILLION (10,000,000), of which FIVE MILLION (5,000,000) shares of the par value of \$.01 each are to be of Class "A" designated common stock (the "Class A Common Stock") and FIVE MILLION (5,000,000) shares of the par value \$.01 each are to be of a Class "B" designated common stock (the "Class B Common Stock")."

Such amendment of the Articles of Incorporation of the Corporation has been duly and unanimously authorized and directed by Written Consent to Corporate Action by the Shareholders of the Corporation dated as of May 10, 2000. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand in his capacity as aforestated as of the 10th day of May, 2000, on behalf of the Corporation.



Alexander M. Salgado, President

Fax Audit No. H00-_____