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BASIC AMENDMENT

THE PANDA PROJECT, INC.

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Amendment

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE PANDA PROJECT, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned, The Panda Project, Inc., a Florida corporation, by its President, does hereby make and execute these Articles of Amendment to its Articles of Incorporation:

1. the name of the corporation is The Panda Project, Inc.

2. The text of the amendment adopted is as follows:

RESOLVED, that the Amended and Restated Articles of Incorporation of this corporation be amended by amending ARTICLE III.A thereof to read as follows:

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 102,000,000 shares, consisting of (i) 100,000,000 shares of Common Stock, \$.01 par value (the "Common Stock"), and (ii) 2,000,000 shares of Preferred Stock, \$.01 par value ("Preferred Stock").

3. The date of the adoption of the amendment by the shareholders of the corporation was February 18, 2000.

4. The number of votes cast for the amendment by the shareholders of the corporation was sufficient for approval.

Dated: February 18, 2000.

THE PANDA PROJECT, INC

By 

Name: Stanford W. Crane, Jr.

Title: President

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