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C T CORPORATION SYSTEM

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CORPORATION(S) NAME

*Aracinet Financial Systems, Inc.*

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ARTICLES OF AMENDMENT  
TO THE  
RESTATED AND AMENDED  
ARTICLES OF INCORPORATION OF  
AMERINET FINANCIAL SYSTEMS, INC.

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Pursuant to the provisions of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Restated and Amended Articles of Incorporation, as filed with the Secretary of State of Florida on January 21, 1997.

FIRST: The name of the corporation is AmeriNet Financial Systems, Inc. (the "Corporation").

SECOND: These Articles of Amendment were adopted by the shareholders of the Corporation in the manner prescribed by Florida Statutes on March 3, 1997.

THIRD: These Articles of Amendment were adopted by Action by Written Consent of the Board of Directors on March 3, 1997.

FOURTH: The Restated and Amended Articles of Incorporation shall be amended by changing the first two sentences of Article V to read as follows:

"Article V

Capital Stock

This Corporation is authorized to issue two classes of shares, to be designated Common Stock and Preferred Stock, respectively. This Corporation is authorized to issue 50,000,000 shares of Common Stock, with a par value of \$0.001 per share, and 50,000,000 shares of Preferred Stock, with a par value of \$0.001 per share."

FIFTH: The number of shares voted by the shareholders for the Amendment was sufficient for approval.

Dated: March 3, 1997

AMERINET FINANCIAL SYSTEMS, INC.

  
By: Alan Nopar, Secretary