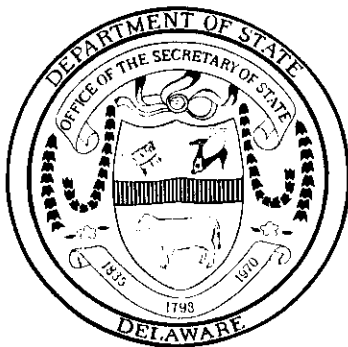




# State of DELAWARE

## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Amendment  
filed in this office on October 7, 1983



*Glenn C. Kenton*

Glenn C. Kenton, Secretary of State

BY: *L. Holmes*

DATE: December 27, 1983

CERTIFICATE OF AMENDMENT  
OF

CERTIFICATE OF INCORPORATION OCT 7 1983

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FILED

*John C. Kibben*  
Attorney at Law

NetAmerica Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, filed with the minutes of the board, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of NetAmerica Corporation be amended by changing the Fourth Article thereof so that, as amended, said Article shall be and read as follows:

FOURTH. The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is One Hundred Fifty Million (150,000,000) of which One Hundred Million (100,000,000) shares shall be Common Stock of the par value of \$0.01 per share, and Fifty Million (50,000,000) shares shall be Preferred Stock of the par value of \$0.01 per share.

Shares of Preferred Stock may be issued from time to time in one or more series, each such series to have such distinctive designation or title as may be fixed by the Board of Directors prior to the issuance of any shares thereof. Each share of any series of Preferred Stock shall be identical with all other shares of such series, except as to the date from which accumulated preferred dividends, if any, shall be cumulative. Each such series shall have such voting powers, if any, and such preferences and relative, participating, optional or other special rights, with such qualifications, limitations or restrictions of such preferences and/or rights as shall be stated in the resolution or resolutions providing for the issue of such series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof, in accordance with the laws of the State of Delaware.

SECOND: That in lieu of a meeting and vote of stockholders, two-thirds of the stockholders have given written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware, and that prompt written notice of the action taken by the stockholders of the Corporation without a meeting has been given to those stockholders of the Corporation who did not consent.

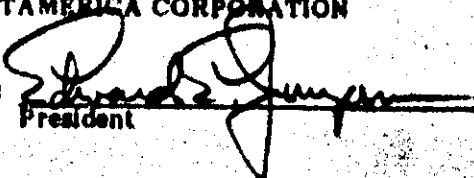
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THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said NetAmerica Corporation has caused this certificate to be signed by Edward E. Jungerman its President, and attested by Juanell M. Lance, its Secretary, this 30th day of September, 1983.


NETAMERICA CORPORATION

By

  
President

ATTEST:

By


  
Secretary

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THE STATE OF TEXAS §  
§  
COUNTY OF DALLAS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared EDUARDE. JUNGERMAN, President, and JUANELL M. LANCE, Secretary, of NetAmerica Corporation, a Delaware corporation, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed, in the capacities therein stated and as the act and deed of said corporation.

GIVEN under my hand and seal of office this 3 day of September, 1983.

  
Notary Public in and for  
the State of Texas

My Commission Expires:

8/8/84

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