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BASIC AMENDMENT
CYBERADS, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$43.75

Amendment
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T-052 P.002/008

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
FOR
CYBERADS, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned President of CyberAds, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida and bearing Document Number P00000037324, does hereby certify:

FIRST: Pursuant to a Written Consent of the Board of Directors and a Majority of the Shareholders of said Corporation, the Corporation has duly approved and authorized an amendment to the Corporation's Articles of Incorporation as follows:

Article V of the Corporation's Articles of Incorporation shall be deleted in its entirety and substituted with the following:

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be fifty five million (55,000,000) shares, which are to be divided into two classes as follows:

One hundred million (50,000,000) shares of common stock with a par value of \$.001 per share and five million (5,000,000) shares of preferred stock with a par value of \$.001 per share.

Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

BRIAN PEARLMAN, ESQ., FLA BAR #0157023
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
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Phone No.: (954) 763-1200

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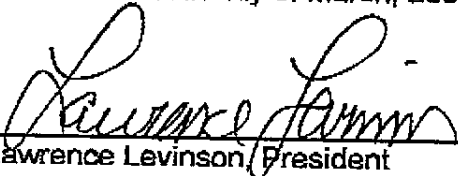
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SECOND: In accordance with Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, the foregoing amendment was adopted pursuant to a Written Consent of the Board of Directors and Majority of the Shareholders of the Corporation, dated March 13, 2001. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of the 13th day of March, 2001.



Lawrence Levinson, President

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