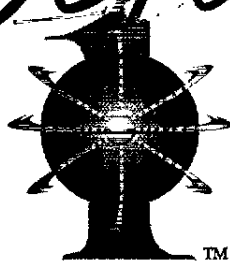


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1globalcity.com

December 3, 1999
By Overnight Courier

Division of Corporations
Department of State - Florida
409 East Gaines Street
Tallahassee, FL 32399

Re: 1 Global City.Com, Inc.
a Florida for profit corporation
Articles of Amendment


100003061401--9
-12/06/99--01074--022
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Amendment to the Articles of Incorporation, as amended, of the above-referenced, for profit corporation and a Company check for the filing fee in the amount of \$35.00. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call Jackson L. Morris, the company attorney, at (813) 874-8854.

Very truly yours,


J. Stuart Grant, President

Enclosures

Amended
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 DEC -6 PM 2: 25
FILED
T. LEWIS DEC 13 1999

1globalcity.com

2210 Tall Pines Drive, Suite 200 • Largo, Fl 33771 -
(727) 536-3854 • Fax: (727) 536-3833 • Mail to: info@1globalcity.com

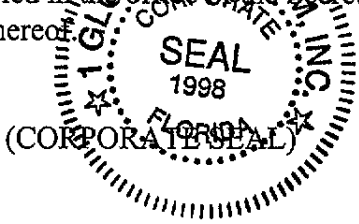
**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
1 GLOBAL CITY.COM, INC.**

**FILED
99 DEC -6 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

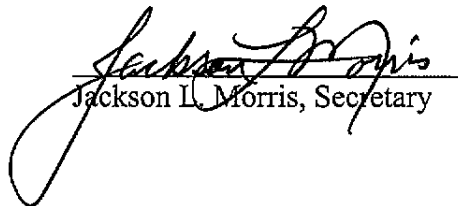
Pursuant to the provisions of §607.1003(6), Fla. Stat., the Florida Business Corporation Act, 1 Global City.Com, Inc. does hereby amend its Articles of Incorporation as follows:

1. The name of the corporation is 1 Global City.Com, Inc.
2. This Amendment to the Articles of Incorporation was duly approved and adopted on November 3, 1999 by written consent of a majority of the stockholders as a whole, there being no class of stockholders entitled to vote hereon as a separate voting group, pursuant to §607.0726, Fla. Stat., by written consent without a meeting, pursuant to §607.0704, Fla. Stat., being sufficient in all respects for approval hereof, upon the recommendation of the board of directors on December 3, 1999 by written consent of all directors pursuant to §607.0821, Fla. Stat.
3. The total number of shares of common stock subscribed at the date hereof is 22,732,866 shares and the vote of such subscribed shares in favor hereof was 11,700,015 shares, being sufficient in all respects for the approval hereof.
4. Article IV of the Articles of Incorporation, as amended, shall be and hereby is amended to increase to Fifty Million (50,000,000) Shares of Common Stock the number of shares of Common Stock the Corporation is authorized to issue from Twenty-five Million (25,000,000) Shares as authorized in the original Articles of Incorporation; provided, that the par value of each share thereof shall be and remain \$.001.

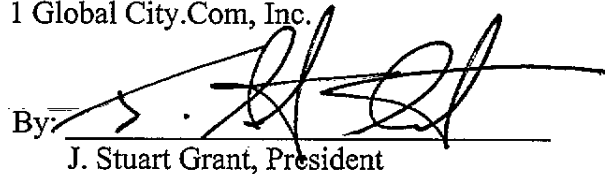
IN WITNESS WHEREOF, the undersigned, President of 1 Global City.Com, Inc., has executed the within Articles of Amendment this 3rd day of November, 1999 and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing thereof.



ATTEST:


Jackson L. Morris, Secretary

1 Global City.Com, Inc.

By: 
J. Stuart Grant, President