



P99000073615

ACCOUNT NO. : 072100000032

REFERENCE : 389563 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 28, 1999

ORDER TIME : 12:37 PM

ORDER NO. : 389563-010

CUSTOMER NO: 4728359

CUSTOMER: Ms. Jennifer D. Riddle
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: 1:1 MEDIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

C. COULLETTE SEP 28 1999

FILED
99 SEP 28 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

800002999588--5
-09/29/99--01001--009
*****70.00 *****35.00

Please
Note:
I check for
both of these
things
Christine
521-0822
RECEIVED
SEP 28 PM 3:12
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
1:1 MEDIA, INC.**

FILED
99 SEP 28 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1:1 MEDIA, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 40,000,000 shares of common stock, each with a par value of \$.001 (the "Common Stock"), and 5,000,000 shares of preferred stock, each with a par value of \$.01 (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote and to fully participate in all shareholder meetings. Each share of Common Stock shall entitle the holder thereof to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, shareholders holding all of the stock of the corporation and all directors having executed a written statement, dated September

13, 1999 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders having been sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its Co-Chief Executive Officers this ____ day of September 1999.

1:1 MEDIA, INC.

By: Charles T. O'Neill
Charles T. O'Neill, Co-Chief
Executive Officer

By: Steven A. MacDonald
Steven A. MacDonald, Co-Chief
Executive Officer

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 24 day of September, 1999 by Charles T. O'Neill, an individual known to me or who has produced _____ as identification, in his capacity as Co-Chief Executive Officer of 1:1 Media, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



Jennifer Riddle
Commission # CG 859495
Expires Aug. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

sign Jennifer Riddle
print _____

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 24 day of September, 1999 by Steven A. MacDonald, an individual known to me or who has produced _____ as identification, in his capacity as Co-Chief Executive Officer of 1:1 Media, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



Jennifer Riddle
Commission # CG 859495
Expires Aug. 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

sign Jennifer Riddle
print _____

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires: