

April 13, 2000

Annette Ramsey Secretary of State 409 E. Gaines Street Tallahassee, FL 32399 200003211552--7 -04/17/00--01124--019 *****43,75 ******43,75

Dear Annette,

Thank you for your assistance on Thursday. Enclosed is the Cool eBiz, Inc. Articles of Amendment. Our corporation document number is P00000011464.

We are in quite a crunch to get this Amendment incorporated into our Minutes by Monday, April 17, 2000. As per our conversation, please fax a certified copy to 863-668-5334.

Thank you again for your effort in the rush handling.

If you need any additional information from me, please feel free to contact me at 863-668-5332.

Thank you,

Jeff Boothe

APR 100

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



COOL eBiz, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article II Shares

The number of shares this corporation is authorized to have outstanding at any one time shall be amended to 100,000,000 Shares.

If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| THIRD: | The date of each amendment's adoption: $4-13-00$ |
|---------|---|
| FOURTE | I: Adoption of Amendment(s) (CHECK ONE) |
| C | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. |
| C | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): |
| | "The number of votes cast for the amendment(s) was/were sufficient for approval by |
| Į. | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. |
| [| The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. |
| | Signed this 13th day of April , 2000. |
| Signatu | (B) the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) |
| | OR |
| | (By a director if adopted by the directors) |
| | OR |
| | (By an incorporator if adopted by the incorporators) |
| | JEFF BOTHE Typed or printed name |
| | Chief Executive Officer |
| | Director |