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GEORGE M. SANTAMARINA, P.A.  
LAW OFFICES  
7175 S.W. 8th Street, Suite 204  
Miami, Florida 33144

Tel 305-261-4683  
Fax 305-262-7566

October 13, 2000

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-10/16/00--01100--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Corporate Records Bureau  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

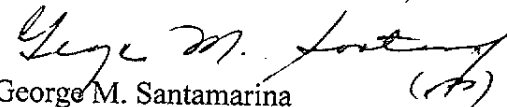
RE: UNIVERSE.COM, CORP.

Gentlemen:

Enclosed please find Articles of Amendment of the above-referred corporation along with a check in the amount of \$35.00 for filing the same.

Sincerely,

GEORGE M. SANTAMARINA, P.A.

  
George M. Santamarina

/ss

Enc.

FILED  
00 OCT 16 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

T. LEWIS OCT 23 2000

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
UNIVERSE.COM, CORP.**

FILED  
00 OCT 16 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

**ARTICLE FIVE**

The address of Registered Office of the corporation is 36 N.E. 1st Street, Suite 810, Miami, Florida and the name of the Registered Agent at such address is ELIAS AKAR.

**ARTICLE TEN**

The name of the officers of the corporation, who shall hold office until election of officers, their resignation, or removal from office are:

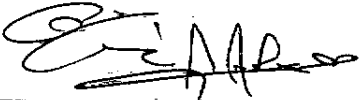
**PRESIDENT/SECRETARY/TREASURER:**

ELIAS AKAR  
36 N.E. 1st Street, Suite 810  
Miami Beach, FL 33132

The amendment was approved by the shareholders on October 13, 2000. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned do hereby set their hands and seals.

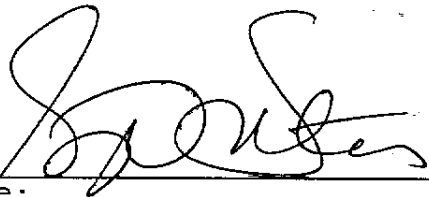
DATED at Miami, Florida, this 13 day of October 2000.

  
\_\_\_\_\_  
ELIAS AKAR  
President/Secretary/Treasurer

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

On this day personally appeared before me, ELIAS AKAR  
President/Secretary/Treasurer of UNIVERSE.COM, CORP., a Florida  
corporation, whom I personally know or who provided  
Florida Drivers license as identification and who executed  
the above Articles of Amendment as such officers on behalf of  
UNIVERSE.COM, CORP., a Florida Corporation.

WITNESS, my hand and official seal at Miami, Miami-Dade County,  
Florida, this 13 day of October, 2000.



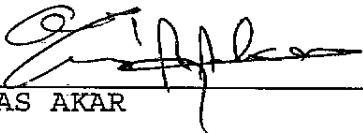
Name:  
Notary Public  
My Commission expires:



George M. Santamarina  
MY COMMISSION # CC938891 EXPIRES  
June 6, 2004  
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I am familiar with and admit the duties and responsibilities as registered agent for UNIVERSE.COM, CORP.

 10/13/00  
\_\_\_\_\_  
ELIAS AKAR