

F000000002870

NORTHCO

401 NORTH ROSEMARY AVENUE
WEST PALM BEACH, FLORIDA 33414

PHONE # 800-649-4520 FAX # 800-667-8475

FILED
01 MAR 12 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 9, 2001

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

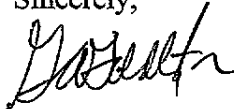
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-03/12/01--01128-011
*****52.50 *****52.50

Dear Sir:

As per your instructions, enclosed please find an Application by Foreign Profit Corporation to File Amendment form, an original certificate from Nevada evidencing the amendment, and also a check for \$52.50.

Thank you for your assistance in this matter.

Sincerely,



Gary Goldstein

NC
3-19-01
BKS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. Northcoit.com, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Nevada
Incorporated under laws of
3. 5/15/00
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? Yes 2-9-01

5. Northcoit, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction



Signature

3/06/01
Date

Scott Thomson
Typed or printed name

President
Title

FILED
01 MAR 12 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jan-17, 2001 6:01PM

FILE
12-7

No. 9372 P. 2

NY01-44765

FILED # C2157-00

FEB 09 2001

IN THE OFFICE OF
Dean Heller
DEAN HELLER SECRETARY OF STATE

**CERTIFICATE AMENDING ARTICLES OF INCORPORATION
OF
NORTHCOIT.COM, INC.**

The undersigned, being the President and Secretary of NORTHCOIT.COM, INC., a Nevada Corporation, hereby certify that by majority vote of the Board of Directors and majority vote of the stockholders at a meeting held on January 17, 2001, it was agreed by unanimous vote that this CERTIFICATE AMENDING ARTICLES OF INCORPORATION be filed.

The undersigned further certifies that the original Articles of Incorporation of NORTHCOIT.COM, INC. were filed with the Secretary of State of Nevada on the 26th day of January, 2000. The undersigned further certifies that ARTICLE FIRST of the original Articles of Incorporation filed on the 26th day of January, 2000, herein is amended to read as follows:

ARTICLE FIRST

FIRST. The name shall be:

NORTHCOIT, INC.

The undersigned hereby certify that they have on this January day of 17, 2001 executed this Certificate Amending the original Articles of Incorporation heretofore filed with the Secretary of State of Nevada.

[Signature]
President

GARY GOLDSTEIN

[Signature]
Secretary

Scott Henson