

F93000001758

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UNITED BUYERS ADVANTAGE, INC
(Name of corporation)

DOCUMENT NUMBER: F 93 000001758

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

000005072490--5
-03/08/02--01030--001
*****35.00 *****35.00

MATTHEW J COHEN
(Name of person)

JOIN US ON LINE . COM, INC
(Name of firm/company)

110 EAST ATLANTIC AVE #300
(Address)

DEERDY BEACH, FL 33444
(City/state and zip code)

For further information concerning this matter, please call:

WILLIAM BAKER at (561) 464-3300
(Name of person) (Area code & daytime telephone number)

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 MAY -2 PM 1:52

FILED

Matthew Cohen
gave authority
to make all corrections
additions as
4/8 ac

ac n/chg
5/3



MAR 15 2002

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 13, 2002

MATTHEW J. COHEN
110 EAST ATLANTIC AVE., #300
DELRAY BEACH, FL 33444

SUBJECT: UNITED BUYERS ADVANTAGE, INC.
Ref. Number: F93000001758

We have received your document for UNITED BUYERS ADVANTAGE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Our records do not show where the name was changed from United Buyers Advantage, Inc. to UBuy.com. Ltd. This change will need to be filed first and simultaneously file the most recent name change. Also, certified copies will need to be enclosed. An additional application is enclosed for your convenience. Please enclose an additional check for \$35 for the first name change.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 602A00015147

RECEIVED

02 APR -5 AM 8:24

DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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)

193444441758
Document Number of Corporation (If known)

1. UNITED BUYERS ADVISOR, INC.
(Name of corporation as it appears on the records of the Department of State)
2. DELAWARE 3. 4-5-1993
(Incorporated under laws of) (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? 4-29-1999
5. UBUY.COM, Ltd., 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.

(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Michael J Cohen
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Michael J Cohen
(Typed or printed name)

3-1-02
(Date)

0-5-1
(Title)

FILED
02 MAY -2 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

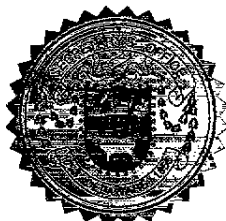
Delaware

PAGE 1

APR 26 2002

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "UNITED BUYERS ADVANTAGE, INC.", CHANGING ITS NAME FROM "UNITED BUYERS ADVANTAGE, INC." TO "UBUY.COM, LTD.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF APRIL, A.D. 1999, AT 9 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2246928 8100

AUTHENTICATION: 1737636

020258566

DATE: 04-23-02

FROM

(TUE) 10. 26' 99 14:16/ST. 14:13/NO. 4200000200 P 10

Sent By: HBS;

302 645 1280;

Apr-29-99 9:40 AM
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/29/1999
991168608 - 2246928

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
UNITED BUYERS ADVANTAGE, INC.

#65-0395513

UNITED BUYERS ADVANTAGE, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of UNITED BUYERS ADVANTAGE, INC. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended said Article shall be and read as follows:

FIRST: The name of the corporation is Ubuy.com, Ltd.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said UNITED BUYERS ADVANTAGE, INC. has caused this certificate to be signed by its Authorized Officer this 28 day of April 1999.

BY: William R. Becker -Signature

Name: William R. Becker -please print

Title: U.P. -please print
Authorized Officer