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Tallahassee, Florida 32304
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October 23, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Ventureplace Inc.

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to Include
Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

FILED
OCT 23 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****43.75 *****43.75

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

COULLETTE OCT 23 2000

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VENTUREPLACE, INC.

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TALLAHASSEE, FLORIDA

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file the Articles of Amendment to the Articles of Incorporation of VenturePlace, Inc., a Florida corporation, pursuant to Section 607.1003 of the Florida Business Corporation Act:

1. The name of the corporation is VenturePlace, Inc. (the "Company").
2. Article IV - Stock of the Company's Articles of Incorporation, as amended, is hereby deleted in its entirety and replaced with the following:

ARTICLE IV - STOCK

The total number of shares of stock which the Company shall have the authority to issue is 100,000,000 shares of common stock, par value \$.0001 per share, and 10,000,000 shares of preferred stock, par value \$.0001 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority given in this paragraph.

3. The following additional Articles are added to the Company's Articles of Incorporation, as amended:

ARTICLE XI- AFFILIATED TRANSACTIONS

This corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE XII-CONTROL SHARE ACQUISITIONS

This corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

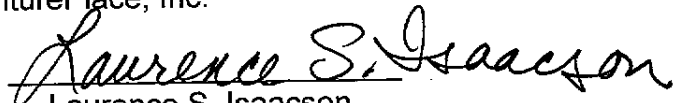
4. The foregoing amendment was duly adopted by written consent of the holders of a majority of the issued and outstanding voting securities of the Company, which

such votes cast for the amendment by such shareholders were sufficient for approval, and the unanimous written consent of the Board of Directors on October 2, 2000.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation has been executed on the 2nd day of October, 2000.

VenturePlace, Inc.

By:



Laurence S. Isaacson,
President