

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1172

PO0000004718

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

100003413511--0
-10/04/00--01027--027
*****43.75 *****43.75

DATE: 10-4-00

REF. #: 0150.132910

CORP. NAME: NEWRESIDENCES.COM, INC.

None
Change
Amend

- | | | |
|---------------------------------|---|-----------------------------|
| () ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | () ARTICLES OF DISSOLUTION |
| () ANNUAL REPORT | () TRADEMARK/SERVICE MARK | () FICTITIOUS NAME |
| () FOREIGN QUALIFICATION | () LIMITED PARTNERSHIP | () LIMITED LIABILITY |
| () REINSTATEMENT | () MERGER | () WITHDRAWAL |
| () CERTIFICATE OF CANCELLATION | () UCC-1 | () UCC-3 |
| () OTHER: | | |

FILED
00 OCT -4 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 8995 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|--|----------------------------------|--|
| <input checked="" type="checkbox"/> CERTIFIED COPY | () CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| () CERTIFICATE OF STATUS | | |

Examiner's Initials

RECEIVED
60 OCT 4-10 00
DIVISION OF CORPORATION

ADR
10/5/00

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NEWRESIDENCES.COM, INC.**

FILED
00 OCT -6 AM 11:10
CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of the Corporation is NEWRESIDENCES.COM, INC. (the "Corporation"), Charter #P00000004718, filed on January 14, 2000 and amended and restated on June 12, 2000.

2. The following Amendments to the Amended and Restated Articles of Incorporation were adopted by all of the Directors of the Corporation and all of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on October 3, 2000 in the manner prescribed by Section 607.1003 of the Act:

(A) Article I of the Corporation's Amended and Restated Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation is NEWRESIDENCES, INC. (the "Corporation").

(B) Article III of the Corporation's Amended and Restated Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE III

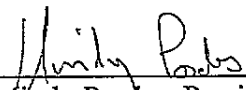
The aggregate number of shares of all classes of capital stock that this Corporation shall have the authority to issue is Twenty Six Million (26,000,000), consisting of (i) Twenty Five Million (25,000,000) shares of Common Stock, \$.01 par value per share and (ii) One Million (1,000,000) shares of Preferred Stock, \$.01 par value per share.

3. Except as hereby amended, the Amended and Restated Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation has executed these Articles of Amendment to Amended and Restated Articles of Incorporation of NEWRESIDENCES.COM, INC. this 3rd day of October, 2000.

NEWRESIDENCES.COM, INC.,
a Florida corporation

By


Mindy Pordes, President