

P00000007850

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000060551 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAR 20 PM 4:21

FILED

BASIC AMENDMENT

E COM VENTURES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

AMEND  
KRC  
3-20  
3

03/20/2002 15:04 CORPDIRECT 2050380

NO.363 002

Department of State 3/20/2002 12:14 PAGE 1/1 RightFAX



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 20, 2002

E COM VENTURES, INC.  
11701 N.W. 101ST RD.  
MIAMI, FL 33178

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

SUBJECT: E COM VENTURES, INC.  
REF: P00000007850

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 245-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: E02000060551  
Letter Number: 402A00016660

PLEASE GIVE ORIGINAL SUBMISSION  
DATE AS FILE DATE.

H02000060551

**ARTICLES OF AMENDMENT  
TO  
THE AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
E COM VENTURES, INC.**

**FILED**  
02 MAR 20 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.10025 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 **E COM VENTURES, INC.** (the "Corporation"), Charter #P00000007850, filed on January 25, 2000.

2. This Amendment to the Amended and Restated Articles of Incorporation is effective as of March 21, 2002 (the "Effective Date").

3. The following Amendment to the Amended and Restated Articles of Incorporation was adopted by the Board of Directors of the Corporation on February 20, 2002 in the manner prescribed by Section 607.0821 of the Act and shareholder action was not required:

**RESOLVED**, that the Corporation's Amended and Restated Articles of Incorporation shall be amended by deleting the first paragraph of Article III and replacing such paragraph with the following:

"The aggregate number of shares of all classes of capital stock that the Corporation shall have authority to issue is seven million two hundred fifty thousand (7,250,000) shares, consisting of (i) six million two hundred fifty thousand (6,250,000) shares of common stock, par value \$0.01 per share (the "Common Stock"), and (ii) one million (1,000,000) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock")."

4. Prior to the Effective Date of this Amendment, the aggregate number of shares of authorized Common Stock of the Corporation consisted of 25,000,000 shares of Common Stock, par value \$0.01 per share. On February 20, 2002, the Board of Directors of the Corporation approved a 1-for-4 reverse stock split of the Corporation's Common Stock. All shares of Common Stock of the Corporation issued and outstanding immediately prior to the Effective Date shall be and are by this means automatically changed (without further act) into a number of fully paid and nonassessable shares of Common Stock determined by dividing (i) 8,831,013, the total number of shares of Common Stock issued and outstanding immediately prior to the Effective Date, by (ii) four (4). The number of shares of Common Stock of the Corporation authorized for issuance, immediately prior to the Effective Date shall be and are by this means automatically changed (without further act) into a number of fully paid and nonassessable shares of Common Stock determined by dividing (i) 25,000,000, the total number of shares of Common Stock authorized for issuance immediately prior to the Effective Date by (ii) four (4). The following change shall constitute a one-for-four reverse stock split and shall result in an aggregate of 6,250,000 shares of Common Stock authorized for issuance and approximately 2,207,754 shares of Common Stock issued and outstanding. Shareholders who would receive fractional shares shall receive the next highest whole number of shares of the Corporation.

5. This Amendment does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division.


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

H02000060551

H02000060551

IN WITNESS WHEREOF, the undersigned being the Chairman and Chief Executive Officer of the Corporation, has executed these Articles of Amendment to Amended and Restated Articles of Incorporation of E COM VENTURES, INC. this 19<sup>th</sup> day of March, 2002.

E COM VENTURES, INC.,  
a Florida corporation

By:   
Ilia Lekach, Chairman and Chief Executive Officer

\\MIA-SRV01\DEALVAREZN\1375998\02\hq602\DOC\3\19\02

H02000060551