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BASIC AMENDMENT

STOCKS.COM, INC.

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Estimated Charge	\$43.75

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 4, 2002

STOCKS.COM, INC.
1177 GEORGE BUSH BLVD.
SUITE 305
DELRAY BEACH, FL 33483

SUBJECT: STOCKS.COM, INC.
REF: P00090009150

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STOCKS.COM, INC.**

Document Number P00000009150

On December 2, 2002, the Board of Directors of Stocks.com, Inc. passed a resolution that Article I of the Articles of Incorporation be amended. On December 3, 2002, a majority of the Shareholders adopted the recommendation of the Company's Board of Directors and by consent, approved this Amendment to the Articles of Incorporation of Stocks.com, Inc. The corporation is filing these Articles of Amendment to the Articles of Incorporation, pursuant to F.S. 607.1006.

1. The name of the corporation is Stocks.com, Inc.
2. Article 1 of the Articles of Incorporation of Stocks.com, Inc. shall be amended as follows:

ARTICLE 1. Name

The name of this corporation is:

CARNABY HOLDINGS, INC.

SECOND: The date of adoption of this amendment by the shareholders of this corporation is: December 3, 2002 and shall become effective upon filing with the Secretary of State of Florida.

THIRD: This amendment to the Articles of Incorporation of the Corporation has been duly adopted in accordance with the provisions of the Florida Business Corporation Act. A majority of the shares entitled to vote executed a Statement of Consent to Action by the Shareholders of the Company in accordance with the provisions of the Florida Business Corporation Act. The number of shares voted by the shareholders was sufficient to pass the amendment.

IN WITNESS WHEREOF the undersigned, the President of the Corporation, has executed this Amendment to the Articles of Incorporation this 4th day of December, 2002


L. Van Stillman, President