



THE UNITED STATES
CORPORATION
COMPANY

P00000011292

ACCOUNT NO. : 072100000032

REFERENCE : 586817 4370848

AUTHORIZATION :

Patricia Kizit

COST LIMIT : \$ 35

ORDER DATE : February 14, 2000

ORDER TIME : 11:27 AM

ORDER NO. : 586817-005

100003135831--9

CUSTOMER NO: 4370848

CUSTOMER: Fran M. Parker, Esq
Fran Mulnick Parker, Esq.
450 West 15th Street
New York, NY 10011

*Name
Change
Amend*

DOMESTIC AMENDMENT FILING

NAME: MEGA LIMITED, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS

FILED
00 FEB 15 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASR
2/15/00
RECEIVED
00 FEB 15 PM 12:10
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF

MEGA LIMITED, INC.

FILED
00 FEB 15 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

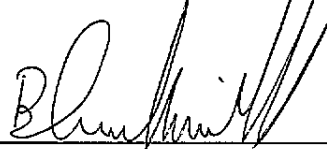
FIRST: The amendment of the certificate of incorporation of the corporation effected by this article of amendment is as follows: to change the name of the corporation.

SECOND: To accomplish the foregoing amendment, Article 1 of the Articles of Incorporation of the corporation, relating to the name of the corporation, is hereby amended to read as follows: The name of the corporation shall be: MEGA MANAGERS LIMITED, INC.

THIRD: The date of the amendment's adoption is February 11, 2000.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 11th day of February, 2000


_____, President
Benjamin Schmitt