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December 1, 2000
By Overnight Courier

Division of Corporations
Department of State - Florida
409 East Gaines Street
Tallahassee, FL 32399

P000000012076

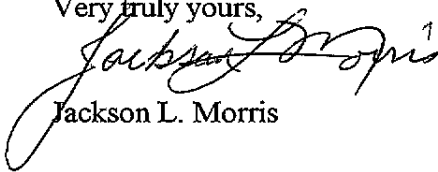
Re: Stampede Worldwide, Inc.
Articles of Amendment
Corporation No. P00000012076

Dear Sir or Madam:

Enclosed please find two executed originals of the Articles of Amendment for the above-referenced, for profit corporation and a company check for the filing fee in amount of \$35. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call me.

Very truly yours,


Jackson L. Morris

Enclosures

FILED
00 DEC -5 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

Amend

K. LEWIS DEC 5 2000

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
STAMPEDE WORLDWIDE, INC.**

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TALLAHASSEE
SECRETARY OF STATE
FLORIDA

Pursuant to the provisions of §607.1002(9), Fla. Stat., the Florida Business Corporation Act, Stampede Worldwide, Inc. does hereby amend its Articles of Incorporation, as amended, as follows:

1. The name of the corporation is Stampede Worldwide, Inc.

2. This Amendment to the Articles of Incorporation was duly approved and adopted on November 30, 2000 by all the directors of the Corporation, pursuant to §607.0602, Fla. Stat., by written consent without a meeting, pursuant to §607.0704, Fla. Stat. and approval by the stockholders is not required under §607.1002(9), Fla. Stat.

3. Article IV of the Articles of Incorporation, as amended, shall be and hereby is amended to add a sub clause "(ii)" to clause (c), as follows:

(ii) One hundred fifty (150) shares of the authorized preferred stock of the Corporation is hereby designated as Convertible Preferred Stock, Series B (the "Series B Stock"), having the voting powers, preference, limitations, qualifications, restrictions and relative, participating, optional and other special rights, as follows:

I. Dividends and Distributions.

A. The holders of Series B Stock shall be entitled to receive, out of the assets of the Corporation legally available for distribution to holders of the Series B Stock, whether such assets are capital, surplus, or earnings, as and when received by holders of the common stock of the Corporation or any other class of stock of the Corporation ranking the same or junior to the Series B Stock, dividends in an amount equal to the amount of any dividends payable to holders of the common stock of the Corporation or any other class of the Corporation ranking junior to Series B Stock (excluding dividends payable in securities of the Corporation which shall be governed by the provisions appearing below), based on the largest number of full shares of common stock into which a holder's shares of Series B Stock could be converted immediately prior to the record date for the payment of such dividend.

B. Notwithstanding anything to the contrary contained in this Article IV(c)(ii), so long as any shares of Series B Stock shall be outstanding, the Corporation shall not, without the prior approval of the holders of at least sixty-seven (67%) of the outstanding shares of Series B Stock, (i) declare or pay a dividend on, (ii) make any distribution to the holders of, or (iii) repurchase, redeem or make provisions for the purchase or redemption (whether directly or through a subsidiary) of any class or series of stock of the Corporation ranking junior to the Series B Stock (other than the payment of dividends payable in securities of the Corporation which shall be governed by the provisions appearing below).

II. Voting Rights

Except as otherwise required by law, holders of Series B Stock shall have no voting rights; provided, however

A. If any representation or warranty made by the Corporation to the holders of the Series B Stock in any agreement, certificate or other writing is shown to be false, incomplete, inaccurate or misleading in light of the circumstances under which such representation or warranty was made or if the Corporation fails to timely perform any covenant with or timely discharge any obligation owed to the holders of the Series B Stock, then, and in any such event,

(1) the number of directors then constituting the entire Board of Directors of the Corporation shall automatically be increased by one director and the holders of shares of the Series B Stock, voting together as a single class, shall be entitled to fill such newly created directorship. The Corporation may, and upon the written request of the holders of record of not less than 20% of the total number of shares of the Series B Stock then outstanding shall, call a special meeting of the holders of such shares to fill such newly created directorship for the election of directors. In the case of such a written request, such special meeting shall be held within 90 days after the delivery of such request and, in either case, at the place and upon the notice provided by law and in the bylaws of the Corporation, provided that the Corporation shall not be required to call such a special meeting if such request is received less than 120 days before the date fixed for the next ensuing annual meeting of shareholders of the Corporation, at which meeting such newly created directorship shall be filled by the holders of the Series B Stock; and,

(2) the shares of Series B Stock shall become immediately entitled to cast that number of votes equal to the largest number of whole shares of common stock into which each respective holder's Series B Stock could be converted pursuant to the provisions of this Article IV(c)(ii), at the record date for the determination of shareholders entitled to vote on such matter or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited. Each holder of Series B Stock shall be entitled, notwithstanding any provision hereof, to notice of any shareholders' meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote, together with holders of common stock as a single class, with respect to any questions upon which holders of common stock have the right to vote.

B. Without the affirmative vote of the holders of at least sixty percent (67%) of the outstanding shares of Series B Stock, voting as a single class, the Corporation shall not:

(1) amend the Corporation's Articles of Incorporation or Bylaws so as to adversely affect the rights or preferences of the Series B Stock; or

(2) effect the merger or consolidation of the Corporation with or into another corporation or the sale, exchange or transfer of all or substantially all of the Corporation's assets, except that no vote shall be required hereunder if the rights, preferences and privileges of the Series B Stock are not adversely affected or the holders of Series B Stock receive a security with substantially similar rights, preferences and privileges as the Series B Stock.

III. Liquidation, Dissolution or Winding-Up.

A. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation ("Liquidation"), the holders of the shares of Series B Stock shall be entitled to receive, out of the assets of the Corporation available for distribution to the holders of equity securities of the Corporation, an amount equal to Ten Thousand Dollars (\$10,000) (the "Liquidation Preference") for each share of Series B Stock held by them, and no more, before any payment shall be made or any assets distributed to the holders of any shares of capital stock

ranking junior to the Series B Stock or to the holders of the shares of common stock of the Corporation. If upon such Liquidation the assets available for distribution to the holders of the Series B Stock shall be insufficient to permit the payment to those persons of the full Liquidation Preference for all shares of Series B Stock held by them, then the entire remaining assets of the Corporation available for such distribution shall be distributed ratably among the holders of the shares of Series B Stock.

B. Upon any Liquidation of the Corporation, after payment or distribution of the aggregate Liquidation Preference for all then-outstanding shares of Series B Stock, as provided herein, all remaining assets of the Corporation shall be distributed ratably among the holders of the common stock of the Corporation, and the holders of shares of the Series B Stock shall have no right to participate therein.

IV. Redemption

A. Outstanding shares of Series B Stock shall be redeemable, at the option of the Corporation, in whole or in part, at the time or at any time after the close of business on the 365th calendar day following the date of the first issuance of shares of Series B Stock (the "Issuance Date") for redemption price equal to \$11,000 per share.

B. Not less than 30 nor more than 60 days prior to the date fixed for any redemption of shares of Series B Stock, a notice specifying the time and place of such redemption and the number of shares to be redeemed shall be given by first class mail, postage prepaid, to the holders of record of the shares of Series B Stock to be redeemed at their respective addresses as the same shall appear on the books of the Corporation.

C. If a notice of redemption has been given pursuant hereto and if, on or before the date fixed for redemption, the funds necessary for such redemption shall have been set aside by the Corporation, separate and apart from its other funds, in trust for the pro rata benefit of the holders of the shares so called for redemption, then on and after the redemption date, notwithstanding that any certificates for such shares have not been surrendered for cancellation, dividends shall cease to accrue on the shares of Series B Stock to be redeemed and the holders of such shares shall cease to be shareholders with respect to such shares and shall have no interest in or claims against the Corporation by virtue thereof and shall have no voting or other rights with respect to such shares, except the right to receive the moneys payable upon such redemption, without interest thereon, upon surrender (and endorsement, if required by the Corporation) of their certificates, and the shares evidenced thereby shall no longer be outstanding. Subject to applicable escheat laws, any moneys so set aside by the Corporation and unclaimed at the end of six years from the redemption date shall revert to the general funds of the Corporation, after which reversion the holders of such shares so called for redemption shall look only to the general funds of the Corporation for the payment of the redemption price. Any interest accrued on funds so deposited shall be paid to the Corporation from time to time.

D. If after a notice of redemption has been given, any holder of shares of Series B Stock shall, prior to the close of business on the last business day preceding the date fixed for redemption, give written notice to the Corporation pursuant hereto of the conversion of any or all of the shares to be redeemed held by such holder (accompanied by a certificate or certificates for such shares, duly endorsed or assigned to the Corporation, as required hereby), then such redemption

shall not become effective as to such shares to be converted and such conversion shall become effective as provided herein above.

E. In every case of redemption of less than all of the outstanding shares of Series B Stock, the shares to be redeemed shall be selected by lot or by such other manner as may be prescribed by resolution of the Board of Directors, provided that only whole shares shall be selected for redemption.

V. Conversion

A. From and after the Issuance Date, each share of Series B Stock shall be convertible at the option of the holder, in the manner hereinafter set forth, into fully paid and nonassessable shares of the Corporation's common stock, \$0.001 par value per share, at a conversion price per share (the "Conversion Price") equal to the lesser of (i) 50% of the average Market Price (as hereinafter defined) of one share of common stock for the trading day immediately prior to the Conversion Date (as hereinafter defined), or (ii) \$0.75 per share. The Conversion Price shall be adjusted in certain instances as provided below. As used herein, the term "Market Price" shall mean with respect to a particular date the highest closing bid price for shares of Common Stock on such date, as reported by the principal securities exchange or market on which the common stock is traded.

B. In order to convert Series B Stock into shares of Common Stock, a holder of Series B Stock shall surrender to Douglas J. Bates, escrow agent under an Escrow Agreement date as of December 1, 2000 between Douglas J. Bates (the "Escrow Agent"), the Corporation and the holders of the Series B Stock (the "Escrow Agreement"), the certificate or certificates representing the Series B Stock being converted (the "Converted Certificate"), duly endorsed for conversion on the reverse side thereof. The conversion shall be effective and in full force and effect for a particular date (the "Conversion Date") if delivered to the Escrow Agent on that particular date prior to 5:00 o'clock p.m., Eastern time.

C. The person or persons entitled to receive the shares of common stock to be issuable upon conversion shall be treated for all purposes as the record holder or holders of such shares of common stock as of the Conversion Date.

D. In the event that any Converted Certificate submitted represents a number of shares of Series B Stock that is greater than the number of such shares that is being converted pursuant to the Conversion Certificate delivered in connection therewith, the Escrow Agent shall advise the Corporation to deliver a certificate representing the remaining number of shares of Series B Stock not converted.

E. Upon receipt of a Conversion Certificate, the Corporation shall absolutely and unconditionally be obligated to cause a certificate or certificates representing the number of shares of common stock to which a converting holder of Series B Stock shall be entitled as provided herein, which shares shall constitute fully paid and nonassessable shares of common stock. Certificates representing the common stock to which a converting holder of Series B Stock shall be entitled be issued to, delivered by overnight courier to, and received by such holder by the fifth (5th) business day following the Conversion Date. Such delivery shall be made at such address as such holder may designate therefor in its Conversion Certificate or in its written instructions submitted together therewith.

F. Adjustments to Conversion Price

(i) If the Corporation shall pay or make a dividend or other distribution on any class of capital stock of the Corporation in shares of common stock, the Conversion Price in effect at the opening of business on the day following the date fixed for the determination of shareholders entitled to receive such dividend or other distribution shall be reduced by multiplying such Conversion Price by a fraction of which the numerator shall be the number of shares of common stock outstanding at the close of business on the date fixed for such determination and the denominator shall be the sum of such number of shares and the total number of shares constituting such dividend or other distribution, such reduction to become effective immediately after the opening of business on the day following the date fixed for such determination. For the purposes of this paragraph, the number of shares of common stock at any time outstanding shall not include shares held in the treasury of the Corporation but shall include shares issuable in respect of scrip certificates issued in lieu of fractional shares of common stock.

(ii) If the Corporation shall issue rights or warrants to all holders of its common stock entitling them to subscribe for or purchase shares of common stock at a price per share less than the current Market Price of the common stock on the date fixed for the determination of shareholders entitled to receive such rights or warrants, the Conversion Price in effect at the opening of business on the day following the date fixed for such determination shall be reduced by multiplying such Conversion Price by a fraction of which the numerator shall be the number of shares of common stock outstanding at the close of business on the date fixed for such determination plus the number of shares of common stock which the aggregate of the offering price of the total number of shares of common stock so offered for subscription or purchase would purchase at such current Market Price and the denominator shall be the number of shares of common stock outstanding at the close of business on the date fixed for such determination plus the number of shares of common stock so offered for subscription or purchase, such reduction to become effective immediately after the opening of business on the day following the date fixed for such determination. For the purposes of this paragraph, the number of shares of common stock at any time outstanding shall not include shares held in the treasury of the Corporation but shall include shares issuable in respect of scrip certificates issued in lieu of fractional shares of common stock.

(iii) If the outstanding shares of common stock shall be subdivided into a greater number of shares of common stock, the price set forth in clause (ii) of Section V.A. in effect at the opening of business on the day following the day upon which such subdivision becomes effective shall be proportionately reduced, and, conversely, in case the outstanding shares of common stock shall each be combined into a smaller number of shares of common stock, such price in effect at the opening of business on the day following the day upon which such combination becomes effective shall be proportionately increased, such reduction or increase, as the case may be, to become effective immediately after the opening of business on the day following the day upon which such subdivision or combination becomes effective.

(iv) If the Corporation shall, by dividend or otherwise, distribute to all holders of its common stock evidences of its indebtedness or assets (including securities, but excluding any rights or warrants referred to above, any dividend or distribution paid in cash out of the retained earnings of the Corporation, and any dividend or distribution referred to above), the Conversion Price shall

be adjusted so that the same shall equal the price determined by multiplying the Conversion Price in effect immediately prior to the close of business on the date fixed for the determination of shareholders entitled to receive such distribution by a fraction of which the numerator shall be the current Market Price per share of the common stock on the date fixed for such determination less the then fair market value (as determined by the Board of Directors, whose determination shall be conclusive) of the portion of the assets or evidences of indebtedness so distributed applicable to one share of common stock and the denominator shall be such current Market Price per share of common stock, such adjustment to become effective immediately prior to the opening of business on the business day following the date fixed for the determination of shareholders entitled to receive such distribution.

(v) If the common stock to be issued on conversion of the Series B Stock shall be changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification, reverse stock split or forward stock split or stock dividend or otherwise (other than a subdivision or combination of shares provided for above), the holders of the Series B Stock shall, upon its conversion be entitled to receive, in lieu of the common stock which the holders would have become entitled to receive but for such change, a number of shares of such other class or classes of stock that would have been subject to receipt by the holders if they had exercised their rights of conversion of the Series B Stock immediately before that change.

(vi) If at any time there shall be a capital reorganization of the Corporation's common stock (other than a subdivision, combination, reclassification or exchange of shares provided for elsewhere herein) or merger of the Corporation into another corporation, or the sale of the Corporation's properties and assets as, or substantially as, an entirety to any other person, then, as a part of such reorganization, merger or sale, lawful provision shall be made so that the holders of the Series B Stock receive the number of shares of stock or other securities or property of the Corporation, or of the successor corporation resulting from such merger, to which holders of the common stock deliverable upon conversion of the Series B Stock would have been entitled on such capital reorganization, merger or sale if the Series B Stock had been converted immediately before that capital reorganization, merger or sale to the end that the provisions of this paragraph (including adjustment of the Conversion Price then in effect and the number of shares purchasable upon conversion of the Series B Stock) shall be applicable after that event as nearly equivalently as may be practicable.

(vii) In the event that (a) a registration statement in respect of the common stock issuable upon the conversion of the Series B Stock has not been filed with the Securities and Exchange Commission on or before the 15th day after the Issuance Date, or (b) the Company fails to make amendments to the registration statement and submit to the staff of the Securities and Exchange Commission supplemental information and explanatory statements designed to address and satisfy the commentary of the staff within 15 days after the Company's receipt of the staff's comments with respect to the registration statement, or (c) the Company fails to request acceleration of the effectiveness of the registration statement within 24 hours after becoming aware that the staff of the Securities and Exchange Commission will have no further comments to the registration statement, the Conversion Price shall be adjusted to the lesser of (i) 25% of the average Market

Price of one share of common stock for the ten trading days immediately prior to the Conversion Date), or (ii) \$0.50 per share, as further adjusted in accordance with the foregoing provisions.

G. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, merger, dissolution, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Article IV(c)(ii) and in the taking of all such action as may be necessary or appropriate in order to protect the conversion privileges of the holders of the Series B Stock against impairment.

H. Upon the occurrence of each adjustment or readjustment of the Conversion Price for any shares of Series B Stock in accordance herewith, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Series B Stock effected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Series B Stock, furnish or cause to be furnished to such holder a like certificate setting forth: (i) such adjustments and readjustments; (ii) the Conversion Price at the time in effect; and (iii) the number of shares of common stock and the amount, if any, of other property which at the time would be received upon the conversion of such holder's shares of Series B Stock.

I. No fractional shares of common stock shall be issued upon conversion of Series B Stock, and in lieu thereof the number of shares of common stock to be issued for each share of Series B Stock converted shall be rounded down to the nearest whole number of shares of common stock. Such number of whole shares of common stock to be issued upon the conversion of one share of Series B Stock shall be multiplied by the number of shares of Series B Stock submitted for conversion pursuant to the Conversion Certificate to determine the total number of shares of common stock to be issued in connection with any one particular conversion.

J. The Corporation shall at all times keep and maintain on deposit under the Escrow Agreement not less than 125% of the largest number of shares of common stock into which the Series B Stock could be converted solely for the purpose of effecting the conversion of the shares of the Series B Stock. If at any time the number of authorized but unissued shares of common stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series B Stock, then, in addition to all rights, claims and damages to which the holders of the Series B Stock shall be entitled to receive at law or in equity as a result of such failure by the Corporation to fulfill its obligations to the holders hereunder, the Corporation will take any and all corporate or other action as may, in the opinion of its counsel, be helpful, appropriate or necessary to increase its authorized but unissued shares of common stock to such number of shares as shall be sufficient for such purpose.

VI. Notices

A. In the event of the establishment by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any distribution, the Corporation shall mail to each holder of Series B Stock at least twenty (20) days

prior to the date specified therein a notice specifying the date on which any such record is to be taken for the purpose of such distribution and the amount and character of such distribution.

B. Any notices required by the provisions hereof to be given to the holders of shares of Series B Stock shall be deemed given if deposited in the United States mail, postage prepaid and return receipt requested, and addressed to each holder of record at its address appearing on the books of the Corporation or to such other address of such holder or its representative as such holder may direct.

IN WITNESS WHEREOF, the undersigned, President of Stampede Worldwide, Inc., has executed the within Articles of Amendment this 1st day of December, 2000 and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing thereof.

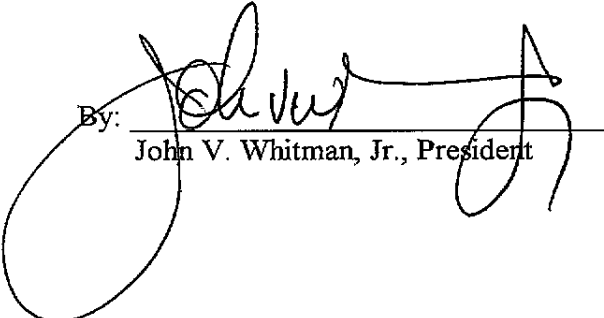
(COMPOSITE SEAL)

ATTEST:


Jackson E. Morris, Secretary

Stampede Worldwide, Inc.

By:


John V. Whitman, Jr., President