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Admitted in Florida, Georgia and The District of Columbia

November 14, 2001
By Overnight Courier

P00000012076

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

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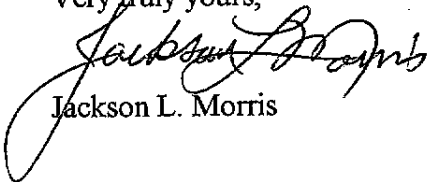
Re: Stampede Worldwide, Inc.
Articles of Amendment
Corporation No. P00000012076

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

FILED
01 NOV 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Amend

T BROWN NOV 19 2001

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

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

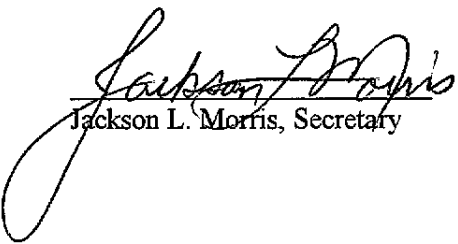
Pursuant to the provisions of §607.1008, Fla. Stat., the Florida Business Corporation Act, Stampede Worldwide, Inc. does hereby amend its Articles of Incorporation as follows:

1. The name of the corporation is Stampede Worldwide, Inc.
2. This Amendment to the Articles of Incorporation has been approved by order of the U.S. Bankruptcy Court for the Middle District of Florida, entered on November 9, 2001, (the "Order"), In re: Stampede Worldwide, Inc., Case No. 01-6240-8G1, under Chapter 11 of the Bankruptcy Code, 11 U.S.C. 1101, et. seq. said Court having jurisdiction thereof under said code.
3. The Order authorizes John V. Whitman, Jr., president and chairman of the Corporation, to file these Articles of Amendment.
4. The Order does not grant dissenter's rights to any stockholder of the Corporation.
5. The Order approves and authorizes a share combination or reverse split of the Corporation's common stock issued and outstanding on the date of the Order, such that each thirty shares of such stock shall become one share of common stock with fractional shares rounded up to the nearest whole share upon filing of these Articles of Amendment; provided, no stockholder shall be required to surrender the certificate(s) representing the Corporation's common stock which he, she or it holds in order to receive a new certificate reflecting the combined shares; provided further, that shares of the Corporation held in any account which total less than one hundred (100) shares following the share combination shall be canceled and no payment shall be made by the Corporation with respect to any such canceled shares; and, provided further, that a fractional share of one-half or greater shall be rounded up the next greater whole share and a fractional share of less than one-half shall be rounded down to the next less whole share.
6. The Order approves and authorizes an increase in the Corporation's authorized common stock to three hundred million (300,000,000) shares.
7. The Order approves and authorizes the cancellation, extinguishment, and discharge of all issued shares of preferred stock and provides that any future issuance of preferred stock currently authorized under the Articles of Incorporation, as amended, shall also comply with the provisions of 11 U.S.C. § 1123(a)(6).

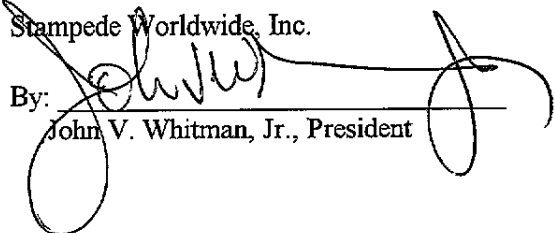
IN WITNESS WHEREOF, the undersigned, President of Stampede Worldwide, Inc., has executed the within Articles of Amendment this 13th day of November, 2001, and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing thereof.

(CORPORATE SEAL)

ATTEST:


Jackson L. Morris, Secretary

Stampede Worldwide, Inc.

By: 
John V. Whitman, Jr., President