

P000000035280

July 3, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please file the enclosed articles of amendment for Virtual Capital Group.Com Inc.. Also enclosed is an additional copy for so we can have a certified copy for our records. Please return to the address below.

Additionally, please include a certificate of status. Enclosed is a check in the amount of \$52.50 for the total.

Send to: John k. Romano
PMB 464
10201 Hammocks Blvd. #153
Miami, Florida 33196
305-387-2122

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*****52.50 *****52.50

Thank you.

Sincerely,



John k. Romano
Chairman of the Board of Directors

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Cert Copy
Cert of Sta
Amend 7-7-00
JCR

FILED
00 JUL - 7 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

VIRTUAL CAPITAL GROUP.COM, INC.

pursuant to the provisions of section 607.1006, Florida statutes, this Florida corporation and adopts the following articles of amendment to its articles of Incorporation:

FIRST: amendments(s) adopted:

AMENDED ARTICLE 7

To read as follows:

7.1 The Corporation shall have two classes of voting common stock with each class to have identical dividend rights and to be treated equally except for voting rights.

7.2 There shall be class A common stock with each share having 100 votes.

7.3 There shall be class B common stock with each share having one vote.

7.4 There shall be authorized 2,000,000 shares class A shares at \$.001 par value per share.

7.5 There shall be authorized 98,000,000 shares of class B shares at \$.001 par value per share.

7.6 Delete

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: None

THIRD: The date of each amendment's adoption: **June 30, 2000.**

FOURTH: Adoption of Amendment(s) **(CHECK ONE)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL -7 AM 10:38

FILED

☒ (X) The amendment (S) was/were approved by the shareholder. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ () The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separate on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
Voting group

☐ () The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ () The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30th day of June, 2000.

Signature _____

(by the chairman or Vice chairman of the Board of Director, President other Officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporate if adopted by the incorporators)

John k. Romano

Typed or printed name

Chairman of the Board of Directors

Title