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October 11, 2000

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

Re: Articles of Amendment

Dear Sir or Madame:

Attached, please find the Articles of Amendment for RetailSwap.com, Inc. I have also attached a money order in the amount of \$43.75 payable to the Department of State to cover the cost of the filing fee and a certified copy of the amendments.

Please submit all correspondence to my attention at 911 S. Rome Avenue #2, Tampa, FL 33606. The phone number where I can be reached is (813) 251-4892. Your prompt attention to this matter is greatly appreciated.

Sincerely,



Rich Bruno
CEO

Attachments

FILED
00 OCT 16 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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200 NC + Amended
10-16-00
*Certified

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

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:

Article I of the Articles of Incorporation is deleted in its entirety and is replaced with the following Amendment:

**Article I
Name**

The name of the Corporation is **RETAILSWAP, INC.**

Article V of the Articles of Incorporation is deleted in its entirety and is replaced with the following Amendment:

**Article V
Principal Office and Registered Agent**

The street address of the principal office of the corporation is 911 S. Rome Avenue #2, Tampa, Florida, 33606 and the mailing address is the same. The name of the Registered Agent of the Corporation is **RICHARD A. BRUNO** located at 911 S. Rome Avenue, Tampa, Florida, 33606.

These Amendments were adopted by the Board of Directors and approved by a majority of the shareholders of the Corporation on September 29, 2000.

Signed this 10th day of October, 2000.


Richard Bruno, President/Director /Registered Agent

FILED
00 OCT 16 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA