



PO000004857C

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 21 PM 4:43

ACCOUNT NO. : 072100000032
REFERENCE : 033344 81367A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : February 21, 2001
ORDER TIME : 11:35 AM
ORDER NO. : 033344-005
CUSTOMER NO: 81367A
CUSTOMER: Ms. Karen Fornash
Eugene Michael Kennedy, P.a.
517 Southwest First Avenue
Fort Lauderdale, FL 33301

Name Change & Amend
300003745473--0
-02/21/01--01051--016
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: METROTRACK.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135
EXAMINER'S INITIALS:

RECEIVED
01 FEB 21 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DR
2/21/01

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

Lawrence A. Gould, President and Secretary of METROTRACK.COM, INC. (the "Corporation"), hereby certifies that on January 2, 2001 by Resolutions duly adopted pursuant to the provisions of §607.1006, Florida Statutes (2000), the Corporation was authorized to and hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. **ARTICLE I - NAME OF CORPORATION** is hereby deleted and shall no longer be in force and effect; and in its place instead the following is inserted:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be "METROTRACK, INC."

2. **ARTICLE IV - CAPITAL STOCK** is hereby deleted and shall no longer be in force and effect; and in its place instead the following is inserted:

ARTICLE IV - CAPITAL STOCK

(I) The corporation shall have authority to issue Thirty Million (30,000,000) shares of Common Stock, all of one class, with a par value of \$.0001 per share.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

IN ADDITION, the following Article shall be added:

**ARTICLE IX - AFFILIATED TRANSACTIONS;
CONTROL-SHARE ACQUISITIONS**

(I) The provisions of Florida Statutes §607.0901 or any similar successor statute do not apply to this corporation. This provision in these articles, expressly electing not to be governed by Florida Statutes §607.0901, is contained in the original Articles of Incorporation of this Corporation.

(II) The provisions of Florida Statutes §607.0902 or any similar successor statute do not apply to control-share acquisitions of shares of this corporation. The limitation on control-share voting rights and the rights of dissenting shareholders reflected in Florida Statutes §§607.0902(9) and (11) respectively, shall, accordingly, not arise or affect any control-share acquisition of shares of this corporation.

FILED
01 FEB 21 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing Amendment to the Articles of Incorporation of METROTRACK, INC. and each component thereof, was approved by a majority of shareholders, holding of record at the time of such approval and by the corporation's Board of Directors on January 1, 2001. Such vote was sufficient for approval of the Amendment, and each of its component parts, by the corporation's shareholders.

IN WITNESS WHEREOF, the President and Secretary of the undersigned Corporation have executed this Articles of Amendment of the Articles of Incorporation of METROTRACK, INC. on this 20th day of February, 2001.

METROTRACK, INC.

BY: 

Lawrence A. Gould, President

ATTEST:

BY: 

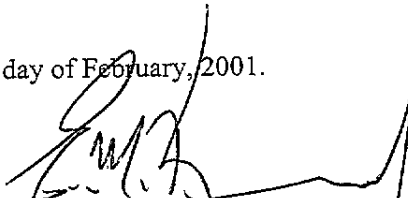
Lawrence A. Gould, Secretary

ACKNOWLEDGEMENT

STATE OF FLORIDA)
 SS
COUNTY OF BROWARD)

BEFORE ME, personally appeared Lawrence A. Gould, who is
[✓] personally known to me, or
[] did produce _____ as identification and who executed the foregoing instrument
as Lawrence A. Gould, President and Secretary of the above named METROTRACK, INC. f/k/a
METROTRACK.COM, INC., a Corporation, and he acknowledged to and before me that he executed such
instrument as such President and Secretary of said corporation for the purposes therein expressed by due and
regular corporate authority, and that said instrument is the free act and deed of said corporation and he did
not take an oath.

WITNESS, my hand and official seal this 20th day of February, 2001.



Notary Public
Eugene M. Kennedy

Print Name

My Commission Expires

