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BASIC AMENDMENT
LAZYGROCER.COM, INC.

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Amendment

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 12, 2000

LAZYGROCER.COM, INC.
241 YORK ST., 3RD FL.
OTTAWA, ONTARIO, CANADA, KLN-550

SUBJECT: LAZYGROCER.COM, INC.
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Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LAZYGROCER.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:

FIRST: Amendment(s) adopted: Article IV is deleted in its entirety and amended to read:

Article IV

The maximum number of shares this Corporation is authorized to issue is:


- (i) 50,000,000 shares of common stock with \$.001 par value per share. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.
- (ii) 20,000,000 shares of preferred stock with \$.001 par value in five (5) series, and the Board of Directors is authorized to establish the number of shares to be included in each series and the preferences, rights of conversion, limitations and other relative rights of each series.

SECOND: This amendment was adopted on October 5, 2000 .

THIRD: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

The undersigned constitute all the Board of Directors of LAZYGROCER.COM, INC.


Pierre Bosse


Nadir Patel


Ben Bjarnason


Gavin MacFarlane