PODDOOS SHAHADY, P.A.

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October 31, 2000

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

> 3 Wops, Inc. Re:

Gentlemen:

I am enclosing the original and one copy of the Articles of Amendment to Articles of Incorporation to be filed for 3 Wops, Inc., along with my check in the amount of \$35.00 which represents the filing fee.

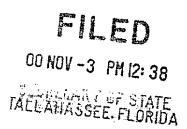
Please file these Articles of Amendment and return a conformed copy to this office.

If you have any questions, please advise.

THOMAS R. SHAHADY

TRS/bsk enclosures

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF 3 WOPS, 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: (indicate article number (s) being amended, added or deleted)

Article III is amended as follows:

This corporation is authorized to issue a maximum of Ten Million (10,000,000) shares of common stock and Five Million (5,000,000) shares of preferred stock. The shares of stock, both common and preferred, having a par value of fifty cents (\$.50) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**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:

**THIRD:** The date of each amendment's adoption: June 15, 2000

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

- The amendment(s) was/were approved by the shareholders. 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 separately 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.
- X The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 21 day of August, 2000.

Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other
	officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	ROBERT PALUCCI
	Typed of printed name
	Title