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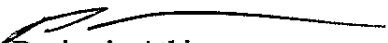
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment Section
Division of Corporations
POB 6327
Tallahassee, Fl 32314

To Whom It May Concern:

Please find attached the Amended Articles of Incorporation for FantasyCEO.Com. Please return a Certified Copy to Benjamin Atkins, 12911 Oak Shadow Place Tampa, Fl 33624. (813) 968-1027.

Sincerely,


Benjamin Atkins
President

Amend
12-4-00
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**ARTICLES OF AMENDMENT
OF
FantasyCEO.Com, Inc.**

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CLERK OF COUNTY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
CORPORATE NAME**

Article I: The name of this corporation is FantasyCEO.Com, Inc.

**ARTICLE II.
PRINCIPAL OFFICE**

Article II: The principal place of business and mailing address of this corporation are:
FantasyCEO.Com, Inc.
12911 Oak Shadow Place
Tampa, Fl 33624

**ARTICLE III
PURPOSE**

Article III: The purpose for which the corporation is organized is to provide computing and Internet related services that are legal and lawful in the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

Article IV: The Corporation shall have authority to issue 1 million (1,000,000.00) shares of common stock.

**ARTICLE V
INITIAL OFFICERS / DIRECTORS**

Benjamin Atkins, President, CEO, Director, Secretary
12911 Oak Shadow Place
Tampa, Fl 33624

Stephen Kaffee, Vice President, Legal Counsel
12911 Oak Shadow Place
Tampa, Fl 33624

**ARTICLE VI
REGISTERED AGENT**

Article VI: The address of the initial registered agent of the corporation is:
12911 Oak Shadow Place Tampa, Fl 33624 and the name of the initial agent is
Benjamin Atkins.

ARTICLE VII
INCORPORATOR

Article VII: The name and street address of the incorporator of these articles is of incorporation is:

Ben Atkins
12911 Oak Shadow Place
Tampa, Fl 33624

ARTICLE VIII
INDEMNIFICATION

Article VIII: To the fullest extent permitted by applicable law as it now exists or may hereafter be amended, the Corporation shall indemnify and hold harmless all persons serving as directors of the corporation against all liability and litigation expense regardless of whether the incident occurs prior to or after the time when the director serve.

The foregoing Articles of Amendment to FantasyCEO.Com, Inc. was approved by the President of the Corporation holding a majority of all votes entitled to be cast in accordance with s607.1402 of the Florida Business Corporations Act. The number of votes was sufficient for approval. The Articles of Amendment were adaopted on Sunday November 5, 2000.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation this 5, day of November, 2000.

FantasyCEO.Com, Inc.

By: 

Benjamin Atkins, President