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GEORGE M. SANTAMARINA, P.A.
LAW OFFICES
7175 S.W. 8th Street, Suite 204
Miami, Florida 33144

Tel 305-261-4683
Fax 305-262-7566

October 13, 2000

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-10/16/00--01100--012
*****35.00 *****35.00

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, FL 32314

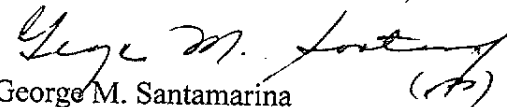
RE: UNIVERSE.COM, CORP.

Gentlemen:

Enclosed please find Articles of Amendment of the above-referred corporation along with a check in the amount of \$35.00 for filing the same.

Sincerely,

GEORGE M. SANTAMARINA, P.A.


George M. Santamarina

/ss

Enc.

FILED
00 OCT 16 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS OCT 23 2000

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
UNIVERSE.COM, CORP.**

FILED
00 OCT 16 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 FIVE

The address of Registered Office of the corporation is 36 N.E. 1st Street, Suite 810, Miami, Florida and the name of the Registered Agent at such address is ELIAS AKAR.

ARTICLE TEN

The name of the officers of the corporation, who shall hold office until election of officers, their resignation, or removal from office are:

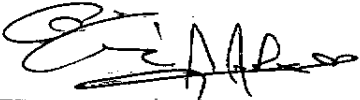
PRESIDENT/SECRETARY/TREASURER:

ELIAS AKAR
36 N.E. 1st Street, Suite 810
Miami Beach, FL 33132

The amendment was approved by the shareholders on October 13, 2000. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned do hereby set their hands and seals.

DATED at Miami, Florida, this 13 day of October 2000.

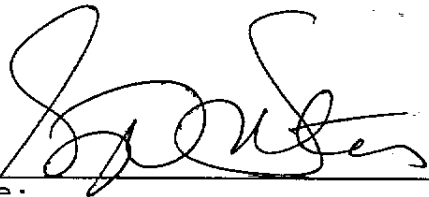


ELIAS AKAR
President/Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On this day personally appeared before me, ELIAS AKAR
President/Secretary/Treasurer of UNIVERSE.COM, CORP., a Florida
corporation, whom I personally know or who provided
Florida Drivers license as identification and who executed
the above Articles of Amendment as such officers on behalf of
UNIVERSE.COM, CORP., a Florida Corporation.

WITNESS, my hand and official seal at Miami, Miami-Dade County,
Florida, this 13 day of October, 2000.



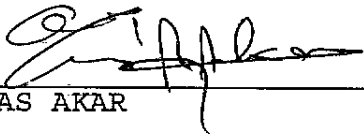
Name:
Notary Public
My Commission expires:



George M. Santamarina
MY COMMISSION # CC938891 EXPIRES
June 6, 2004
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE OF REGISTERED AGENT

I am familiar with and admit the duties and responsibilities as registered agent for UNIVERSE.COM, CORP.

 10/13/00

ELIAS AKAR