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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

Amend
10-6-00
PMS

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
AVENUE A PUBLISHING, INC.

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00 SEP 29 AM 9:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

(AVENUE A PUBLISHING, 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 VI: READS:**

**STEVEN EDISIS
8134 THAMES BLVD, SUITE B
BOCA RATON, FL 33433**

CHANGE TO : **STEVEN EDISIS, PRESIDENT
8134 THAMES BLVD, SUITE B
BOCA RATON, FL 33433**

**ALAN EDISIS, VICE PRESIDENT
145 UPMINSTER G
DEERFIELD BEACH, FL 33442**

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 SEPTEMBER 14, 2000

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

- The amendment (s) was/were approved by the shareholders. The number of votes cast for amendment (s) was/were sufficient for approval.
- The amendment (s) was /were approved by the shareholders through voting groups.

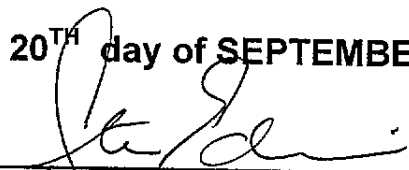
The following statement must be separately provided for each voting Group entitled to vote separately on the amendment (s):

"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.

SIGNED THIS 20TH day of SEPTEMBER, 2000

SIGNATURE


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

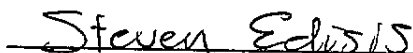
(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

STEVEN EDISIS

type or print name



type or print name