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MARY V. PALUMBO, P.A. ATTORNEY AT LAW, C.P.A.

Wills, Trusts, Probate, Corporations Title Insurance Real Estate Busey Bank Building
7980 Summerlin Lakes Drive, Suite 200
Fort Myers, Florida 33907
Telephone: (239)437-1197
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E-mail: Palumbolaw@aol.com

Mary V. Palumbo, Esq. CPA - Maryland Dominika Honisch, Esq.

May 1, 2003

Department of State Division of Corporations Corporate Filings Post Office Box 6327 Tallahassee,FL 32314

RE: Articles of Amendment to the Articles of Incorporation of EQUITEEE.COM, INC.

Our File No.: 03-7125

Fances V. Szymanski

Dear Sir or Madam,

Enclosed are the Articles of Amendment to the Articles of Incorporation of EQUITEEE.COM and our check in the amount of \$35.00 for filing fees. Please file these articles and return a copy of the Articles of Amendment to this office once filed. Thank you in advance for your cooperation in this matter.

Sincerely,

Frances K. Szymanski

Paralegal

Corporate Department

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF EOUITEEE.COM. INC.

OSMAY SED Article V of the Articles of Incorporation of EQUITEEE.COM, INC. was amended by the Corporation's Board of Directors on April 23, 2003. The Corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to the provisions of Chapter 607.0602, Florida Statutes.

FIRST:

The name of the corporation is EQUITEEE.COM, INC.

Article V of the Articles of Incorporation of EQUITEEE.COM, INC. is SECOND: hereby amended and restated in its entirety as follows:

The Corporation is authorized to issue two (2) classes of stock as follows:

<u>CLASS</u>	AUTHORIZED SHARES	PAR VALUE
Α	1,000	\$1.00
В	1,000	\$1.00

Each share of stock of the Corporation, regardless of whether designated as Class A or Class B, shall participate equally in the profits and losses of the Corporation.

Each stockholder shall be entitled to cast one vote for each share of Class A stock standing in his or her name on the books of the Corporation.

The holders of Class B shares of stock shall not be entitled to vote for directors of the Corporation, but shall be entitled to vote on all other matters requiring shareholder consent.

All of the shares of common stock of the Corporation outstanding on April 15, 2003 are hereby reclassified as Class A. Shares.

THIRD: The foregoing Amendment to Articles of Incorporation was duly adopted by the Board of Directors on April 15, 2003.

DATED:

April 15, 2003

EQUITEEE.COM, INC., a Florida corporation

By:

Joe B. Caruthers, Jr., President

Attest:

Linda Rasmussen, Secretary

STATE OF FLORIDA	
COUNTY OF LEE	

The foregoing instrument was acknowledged before me this 15th day of April, 2003, by Joe B. Caruthers, Jr. and Linda Rasmussen, the president and secretary, respectively, of EQUITEEE.COM, a Florida corporation on behalf of said corporation. Joe B. Caruthers, Jr. and Linda Rasmussen are

personally known to me or have □ produced Florida Driver's License No.______, as identification.

Print Name:

Commission No.

Commission Expires:

* My Commission CC345520
Expires June 13, 2003