Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

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RE: Ref # P94000062430

To Whom It May Concern:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for Techorder, Inc. Enclosed is a check in the amount of \$35.00. Also enclosed is an extra copy of the amendment. Could you please file stamp and return them to me in the postage paid envelope.

Thank you.

Sincerely,

Matthew J. Militzok, Esq.

Vice President - Legal/Business Affairs and General Counsel

Techorder, Inc.

FILED

JAN 21 PH 1: 09

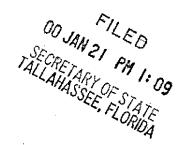
SECRETARY OF STATE
SECRETARY OF STATE

Enclosures

amend.

V. SHEPARD JAN 3 0 2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



TECHORDER, INC.

Pursuant to the provisions of section 607.1007, 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 6 - Corporate Capitalization

(Amended)

6.1 The corporation is authorized to maintain two separate classes of stock, "Class A" and "Class B". The maximum number of shares of stock that this corporation is authorized to have outstanding under "Class A" at any one time is (Fifteen Million) 15,000,000 shares of common stock having a par value of \$0.001 per share. The maximum number of shares of stock that this corporation is authorized to have outstanding under "Class B" at any one time is (Fifteen Million) 15,000,000 shares of common stock having a par value of \$0.001 per share.

Article 15 - Self Dealing

(Amended)

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The Board of Directors shall consist of:

1. Joseph E. Flynn

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: January 10, 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"
<u>_</u>	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Si	Signed this OTH day of JANUAR 2000. gnature
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Joseph Flyan typed or printed name
	Chairman of the Board of Directors