

P 94000067979
ROBINS, KAPLAN, MILLER & CIRESI L.L.P.
ATTORNEYS AT LAW

ATLANTA
BOSTON
CHICAGO
LOS ANGELES
MINNEAPOLIS
ORANGE COUNTY
SAINT PAUL
WASHINGTON, D. C.

2600 ONE ATLANTA PLAZA
950 EAST PACES FERRY ROAD, N.E.
ATLANTA, GEORGIA 30326-1119
TELEPHONE (404) 233-1114
FACSIMILE (404) 233-1267

DAVID J. ROLLINS
Paralegal

May 1, 2000

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500003235885-0
-05/02/00-01096-008
*****43.75 *****43.75

Re: Initiatives Corporation
Our File No. 031236-0000

FILED
00 MAY -2 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

On behalf of Initiatives Corporation, please find the following enclosed for filing:

1. One original and one conformed copy of the Articles of Amendment to the Articles of Incorporation of Initiatives Corporation; and
2. A check in the amount of \$43.75 payable to the Department of State, \$35.00 to pay the filing fee for filing the above Articles of Amendment and \$8.75 for a certified copy of the above Articles of Amendment.

Please stamp or otherwise endorse your official title and the date and time of receipt on both the enclosed original and the conformed copy evidencing that the Articles of Incorporation of Initiatives Corporation have been duly amended and deliver a copy to the undersigned in the enclosed self-addressed stamped envelope.

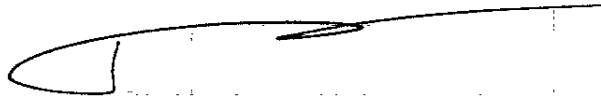
AMEND
OCG
5-12

Florida Department of State
May 1, 2000
Page 2

Should you have any questions, please feel free to contact me. Thank you for your assistance with this matter.

Sincerely,

ROBINS, KAPLAN, MILLER & CIRESI L.L.P.



David J. Rollins
Paralegal for Melanie Luten, Esq.

DJR/

Enclosures

cc: Robert Yerby (w/Enclosures)
Melanie Luten, Esq. (w/out Enclosures)

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
INITIATIVES CORPORATION**

I, the undersigned, Robert Yerby, President of INITIATIVES CORPORATION, a corporation organized and existing under the laws of the State of Florida (hereinafter referred to as the "Corporation") hereby certify and affirm that the following Amendment to the Corporation's Articles of Incorporation was duly adopted by a majority of the shareholders of the Corporation by written action in accordance with the provisions of Florida Statute ' 607.0704.

1. **RESOLVED**, that Article III of the Corporation's Articles of Incorporation is hereby amended to read as follows:

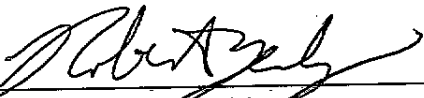
ARTICLE III - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is 20,000,000 shares of common stock, \$.01 par value (the "Common Stock"). All said shares shall be payable in cash, property, labor or services at a valuation to be fixed by the Board of Directors. Property, labor or services may be purchased or paid for with capital stock at a just valuation determined in the discretion of the Board of Directors.

2. The shareholders unanimously approved the Amendment on April 11, 2000.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation of INITIATIVES CORPORATION, this 11th day of April, 2000.

INITIATIVES CORPORATION,
a Florida corporation

By: 
Robert Yerby, President

[Notary Signature on Following Page]

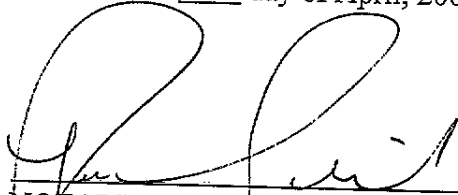
FILED
00 MAY - 2 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


I HEREBY CERTIFY, that ROBERT YERBY, personally known to me to be the same person whose name is subscribed to the foregoing instrument, this day personally appeared before me as the President of INITIATIVES CORPORATION, and he acknowledged that he had executed the foregoing instrument fully and voluntarily for the use and purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 22 day of April, 2000.

My Commission Expires:

May - 09 - 2000


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: REBECCA L. TAKOVICH
Commission No.: CC553791

 **REBECCA L. TAKOVICH**
COMMISSION # CC 553791
EXPIRES MAY 09, 2000
BONDED THRU
BONDING CO. INC.

ROBERT GEORGE YERBY
Personally known OR Produced I.D.
Type and number of I.D. Produced:
YG10-767-64-311-0
FL DRIV LIC.