

Filing of Documents

We enclose the following documents for filing with your office:

June 24, 1997

RE: THE INTERNET WALL, INC.

1. Articles of Amendment and check \$87.50

P96000046198

To:

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Law Offices

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3656 First Avenue North
St. Petersburg, FL 33713
(813) 321-4420

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DIVISION OF CORPORATIONS
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Amend

JUL 3 1997

ARTICLES OF AMENDMENT

The undersigned officers of the THE INTERNET WALL, INC. (hereinafter referred to as the "Corporation"), existing pursuant to the provisions of the the Florida Corporation Act, as amended (hereinafter referred to as the act), desiring to give notice of corporate action effectuating amendment of certain individual articles of its articles of incorporation, certify the following facts:

(A) The Amendments. The exact text of the articles of incorporation of the Corporation, as amended (hereinafter referred to as the amendments), now is as follows:

ARTICLE III - CAPITAL STOCK. The number of shares that this corporation is authorized to have outstanding at any one time is Fifty Million (50,000,000) shares having a par value of Ten Cents (\$.10) per share.

(B) Manner of Adoption and Vote

1. Action by Directors. The board of directors of the Corporation, at a meeting thereof, duly called, constituted and held on June 24, 1997, at which a quorum of such board of directors was present, duly adopted a resolution proposing to the shareholders of the Corporation entitled to vote in respect of the amendments that the provisions and terms of articles of its articles of incorporation be amended so as to read as set forth in the amendments; and called a meeting of such shareholders, to be held June 24, 1997 to adopt or to reject the amendments.

2. Action by Shareholders. The shareholders of the Corporation entitled to vote in respect of the amendments, at a meeting thereof, duly called, constituted and held on June 24, 1997, at which the holders of three hundred (300) shares of the capital stock of the Corporation were present in person or by proxy, adopted the amendments. Three Hundred shares of the capital stock of the Corporation were entitled to vote in respect of the amendments; three hundred shares of the capital stock of the Corporation were voted in favor of the adoption of the amendments; and no shares were voted against such adoption.

3. Compliance with Legal Requirements. The manner of the adoption of the amendments, and the vote by which they were adopted, constitute full legal compliance with the provisions of the act, the articles of incorporation, and the bylaws of the Corporation.

(C) Statement of Changes Made with Respect to the Shares Heretofore Authorized.

1. Shares Heretofore Authorized The Corporation had authority to issue, prior to the amendments, an aggregate of 7,500 shares of capital stock with \$1.00 par value.

2. Shares Added. The Corporation by the amendments added 50,000,000 shares of stock with a par value of Ten Cents (\$.10) per share.

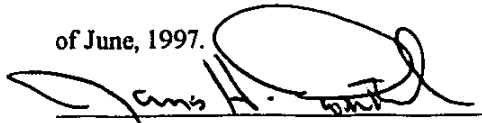
3. Shares Hereafter Authorized The aggregate number of shares into which the capital stock of the Corporation will be divided after giving effect to the amendments is as follows:

50,000,000 shares of common stock with Ten Cents (\$.10) par value.

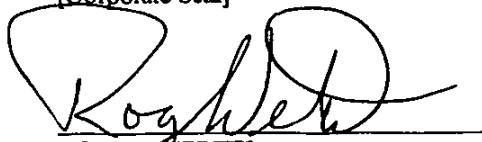
In witness whereof, the undersigned officers executed these articles of amendment of the articles of incorporation of the Corporation, and certify to the truth of the facts herein stated, this 24th day

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of June, 1997.


JAMES H. ROSENTHAL
President of THE INTERNET WALL, INC.


[Corporate Seal]


ROGER WERTEL
Secretary of THE INTERNET WALL, INC.

STATE OF FLORIDA),
) ss:
COUNTY OF PINELLAS).

I, the undersigned, a notary public duly commissioned to take acknowledgments and administer oaths in the State of FLORIDA, certify that JAMES H. ROSENTHAL, the president, and ROGER WERTEL, the secretary of THE INTERNET WALL, INC., the officers executing the foregoing articles of amendment of articles of incorporation, personally appeared before me; acknowledged the execution thereof; and swore to the truth of the facts therein stated.

Witness my hand and notarial seal this 23rd day of June, 1997.


Notary Public
My commission expires: _____

