

P96000078450



ACCOUNT NO. : 072100000032

REFERENCE : 224855 4372512

AUTHORIZATION :

COST LIMIT : \$ 35

Patricia Pizut

ORDER DATE : April 30, 1999

ORDER TIME : 12:02 PM

ORDER NO. : 224855-005

CUSTOMER NO: 4372512

300002860333--7

CUSTOMER: Gregg E. Jaclin, Esq.
Richard I. Anslow, Esq.
Freehold Office Plaza
4255 Route 9 Suite D
Freehold, NJ 07728

DOMESTIC AMENDMENT FILING

RECEIVED

MAY -3 PM 12:58

FILED
MAY 3 1999
FBI - FREEHOLD

NAME: ONLINEFOOD.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

5-3-99

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: CC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ONLINEFOOD.COM INC.

(present name)

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 III CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 60,000,000 SHARES WITH .0001 PAR VALUE PER SHARE OF WHICH 50,000,000 SHARES ARE COMMON WITH .0001 PAR VALUE PER SHARE AND 10,000,000 SHARES ARE PREFERRED WITH .0001 PAR VALUE PER SHARE.

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: APRIL 30, 1999

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 _____"
voting group

- 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.

Signed this 30 day of April, 19 99.

Signature

Richard Dubnoff CEO & Pres.
(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)

RICHARD DUBNOFF
Typed or printed name

PRESIDENT
Title