P96000078450



ACCOUNT	NO.	:	072100000032
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REFERENCE : 224855 437

AUTHORIZATION

COST LIMIT : \$ 35

35 Porticia Munt

ORDER DATE: April 30, 1999

ORDER TIME : 12:02 PM

ORDER NO. : 224855-005

CUSTOMER NO: 4372512

300002860333--7

CUSTOMER: Gregg E. Jaclin, Esq

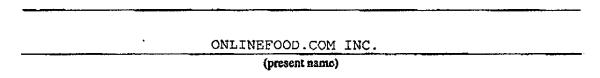
Richard I. Anslow, Esq. Freehold Office Plaza 4255 Route 9 Suite D Freehold, NJ 07728

DOMESTIC AMENDMENT FILING

EXAMINER'S INITIALS:

FN 12:58	NAME: ONLINEFOOD.COM, INC.
 E39 MAY -3	EFFICTIVE DATE: ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION
PI	EASE RETURN THE FOLLOWING AS PROOF OF FILING:
<u>xx</u>	CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING
CC	NTACT PERSON: Tamara Odom

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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)					
Œ	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					
C	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 1999. Signature Manual 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						