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ACCOUNT NO. : 072100000032

REFERENCE : 196562 7146642

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : April 7, 1999

ORDER TIME : 10:34 AM

ORDER NO. : 196562-005

CUSTOMER NO: 7146642

CUSTOMER: Mr. Peter A. Savarese
Michael Harris, P.a.
Suite 550
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

000002831960--6

Amend

RECEIVED

69 APR -7 AM 11:25

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: THE COMPUTER CHANNEL, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

ADR
4/8/99

SEARCHED
99 APR -7 AM 11:50
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE COMPUTER CHANNEL, INC.

Pursuant to the provisions of §607.0704, §607.1001, and §607.1003 of the Florida Business Corporation Act (the "FBCA"), The Computer Channel, Inc. (the "Company") adopts this Amendment to the Articles of Incorporation set forth below:

1. The name of the Company is The Computer Channel, Inc.
2. The principal address of the Company is 211 Goolsby Blvd., Deerfield Beach, Florida 33432.
3. The following amendments to the Company's Articles of Incorporation were adopted on the 1st day of April, 1999 by the unanimous consent of the Company's board of directors and the holder of a majority of the shares entitled to vote in accordance with and in a manner prescribed by the FBCA.
4. Article III is hereby amended and shall read as follows:

Article III – Capital Stock

The maximum number of shares of capital stock which the Company is authorized to issue is 25,000,000 shares of common stock, par value \$0.001 per share.

5. Article IV is hereby amended and shall read as follows:

Article VI – Directors

The Company shall have a Board of Directors (the "Board") consisting of between two and nine directors. The exact number shall be established from time to time by the resolution of the Board and may be either increased or diminished from time to time as provided in the bylaws.

6. Article VII is hereby adopted and shall read as follows:

Article VII – Combination of Shares

Each 10 shares of the Company's common stock currently outstanding shall be combined into one share. The Company shall pay cash for fractional shares.

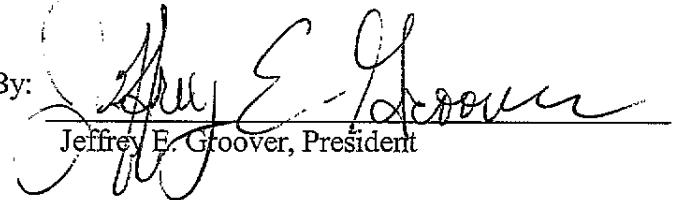
Pursuant to §607.0704(3) of the FBCA, timely notice of the shareholder authorization obtained by written consent on April 1, 1999 has been provided to those shareholders who have not consented fairly summarizing the material features of the authorized action.

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SECURITIES
THE
AHASKEE
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FLORIDA

IN WITNESS WHEREOF, the undersigned President of this Company has executed the foregoing Amendment to the Company's Articles of Incorporation this 1st day of April, 1999.

THE COMPUTER CHANNEL, INC.

By:


Jeffrey E. Groover, President