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AUTHORIZATION :

Patricia Pizant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 1, 2000

ORDER TIME : 11:35 AM

ORDER NO. : 915955-005

CUSTOMER NO: 8796A

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CUSTOMER: Robin Hudson, Legal Asst
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: BRAINBUZZ.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

CONTACT PERSON: Tamara Odom -- EXT# 1104

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COULLETTE DEC 01 2000

**THIRD ARTICLES OF AMENDMENT
TO
SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BRAINBUZZ.COM, INC.**

Pursuant to the provisions of Sections 607.1006 and 607.0602 of the Florida Business Corporation Act, BrainBuzz.com, Inc., a Florida corporation (the "Corporation"), adopts the following Third Articles of Amendment to its Second Amended and Restated Articles of Incorporation:

FIRST:

Article IV 1. (a) of the Second Amended and Restated Articles of Incorporation of the Corporation is hereby amended to change the authorized capitalization of the Corporation as follows:

1. Authorized Capitalization

- (a) The total number of shares of capital stock authorized to be issued by this Corporation shall be:

100,000,000 shares of common stock, par value \$.0001 per share (the "Common Stock")

50,000,000 shares of preferred stock (the "Preferred Stock")

SECOND:


Except as hereby amended, the Restated Articles of Incorporation of the Corporation shall remain the same.

The Board of Directors adopted these Third Articles of Amendment to the Second Amended and Restated Articles of Incorporation by unanimous written consent on November 13, 2000 and recommended such amendment to the holders of the Common Stock.

The Third Articles of Amendment to the Second Amended and Restated Articles of Incorporation was approved by written consent of the holders of a majority of the outstanding shares of Common Stock. The shareholders of Common Stock are the only group of the Corporation's shareholders entitled to vote on the Amendment and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, BrainBuzz.com, Inc. has caused these Articles of Amendment to be executed on this 30th day of November, 2000.

BRAINBUZZ.COM, INC.

By: 
Spence Lloyd, Secretary

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TALLAHASSEE, FLORIDA