



THE UNITED STATES
CORPORATION
COMPANY

P96000100480

ACCOUNT NO. : 072100000032

REFERENCE : 184745 97981A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 35.00

ORDER DATE : December 11, 1996

ORDER TIME : 10:41 AM

ORDER NO. : 184745-015

200002057972--6

CUSTOMER NO: 97981A

CUSTOMER: Jerry S. Chasen, Esq
Crockett Franklin & Chasen, Pa
Suite 338
420 Lincoln Road
Miami Beach, FL 33139

DOMESTIC AMENDMENT FILING

NAME: COLLEGE STORE ONLINE, 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: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
97 JAN 14 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
KAG, 14

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
97 JUN 14 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III of the Articles of Incorporation of
COLLEGE STORE ONLINE, INC. shall be amended to read as
follows:

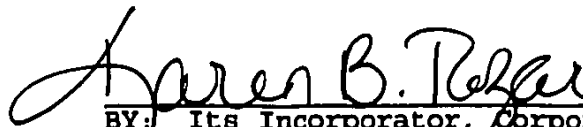
ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this
corporation is authorized to have outstanding at any one
time is 25,000 shares of common stock having NO par value
and 25,000 shares of preferred stock having \$100 par value
per share.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 14th day
of January, 1997.


BY: Its Incorporator, Corporation
Service Company
Its Agent, Karen B. Rozar