CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE: 407507

9920A

AUTHORIZATION :

COST LIMIT: \$ 35.00 Patricia Pigut

ORDER DATE: May 28, 1997

ORDER TIME : 8:35 AM

ORDER NO. : 407507-015

7000002203177--0

CUSTOMER NO:

9920A

CUSTOMER: Nick Panebianco, Esq

Nick Panebianco, Esq. 4491 South State Road 7

Fort Lauderdale, FL 33314

DOMESTIC AMENDMENT FILING

NAME: MALL MUGS, INC.

EFFICTIVE 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: Gail Shelby

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 5, 1997

CSC GAIL TALLAHASSEE, FL

SUBJECT: MALL MUGS, INC. Ref. Number: P97000047545



We have received your document for MALL MUGS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French Corporate Specialist

Letter Number: 597A000305192

FILED

97 JUN -5 PH 3: 03

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of MALL MUGS, INC. shall be amended to read as follows:

ARTICLE I. NAME

The name of the corporation shall be:

INTERNET MALLS, INC.

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 5th day of June, 1997.

Corporation Service Company

BY: Its Incorporator, Its Agent, Karen B. Rozar

CLD/das