

P9 7 000049958



February 14, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to change the corporate name of .netREACH Capital Group, Inc. to Franklin Ross, Inc. Also enclosed is a check for \$35.00. Please send the certificate to:

Franklin Ross, Inc.
210 No. University Drive
Coral Springs, Florida 33071
Suite 800

600003137776--9
-02/16/00--01084--003
*****35.00 *****35.00

Thank you,

A handwritten signature in cursive script, appearing to read "Karen Z. Fischer".

Karen Z. Fischer
Vice-President

FILED
00 FEB 16 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
WC
2/28

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
netREACH CAPITAL GROUP, INC..

FILED
00 FEB 16 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the secretary of, *netREACH CAPITAL GROUP, INC*
(the "Company") and being duly authorized by the Board of Directors hereby
certifies that:

FIRST: Article I of the Articles of Incorporation is hereby amended to
read as follows:

The name of the corporation is **FRANKLIN ROSS, INC.**

The foregoing amendment was authorized and adopted by resolution of the
Board of Directors and approved by the shareholders owning a majority of the
issued and outstanding shares of stock of the Company pursuant to a written
consent of the shareholders in lieu of a meeting on February 1, 2000. The
number of votes cast by the shareholders was sufficient for approval.

SECOND: The effective date of this Certificate of Amendment to the
Articles of Incorporation shall be effective upon filing with the Secretary of
State.

IN WITNESS WHEREOF the undersigned have submitted these Certificate of
Amendment to the Articles of Incorporation and affirm the same as true under
penalties of perjury this 14 day of February, 2000.



Mark G. Ross, Jr, Secretary