

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

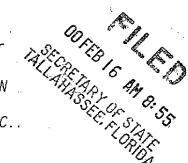
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Thank you,

Karen Z. Fischer Vice-President

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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



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 \_\_\_\_\_\_ day of February, 2000

Mark G. Ross, Jr, Secretary