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COMPUTER & CYBERLAW
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ENTERTAINMENT LAW
CONTRACT LAW

May 17, 199

Secretary of State
Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

FILED
99 MAY 24 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: SB.COM, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Amendment for the above-captioned Florida corporation. Also enclosed is our check to cover the applicable filing fee.

Please file the enclosed Articles of Amendment and return a copy to the undersigned.

Very truly yours,

David R. Ellis

David R. Ellis

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-05/19/99--01045--002
*****35.00 *****35.00

DRE:ims

Enclosures

cc: Mr. Kenneth G. Nagel
SB.COM, INC.

David R. Ellis GAVE
AUTHORIZATION BY PHONE TO
CORRECT CORP. NAME
DATE 6/1
DOLLAR \$100

AMEND
DRE 6/1

ARTICLES OF AMENDMENT

OF

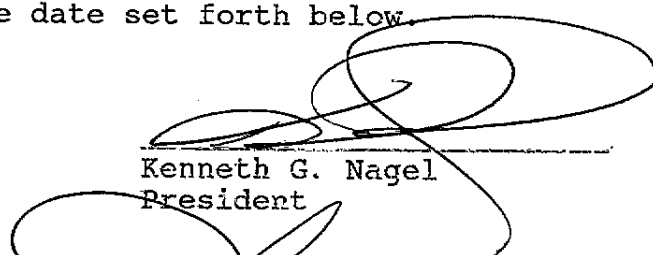
SB.COM. INC.

FILED
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TALLAHASSEE, FLORIDA

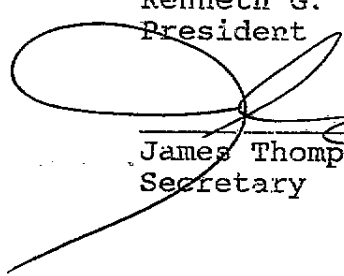
The undersigned, being President and Secretary respectively, of the above-captioned Corporation organized under the laws of the State of Florida, hereby certify that the Corporation has amended its Articles of Incorporation on MAR 16, 1999 by written statement in lieu of a special meeting of the Shareholders and Directors in accordance with the provisions of Chapter 607 of the Florida Statutes. Pursuant thereto, the maximum number of authorized shares of stock in the corporation is hereby changed to:

Seven Million Five Hundred Thousand (\$7,500,000) Shares of Common Stock with a par value of \$0.001 per share.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment on the date set forth below.



Kenneth G. Nagel
President



James Thompson
Secretary

57-99
Date