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March 5, 2001

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01 MAR -7 AM 11: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

Susan Payne, Analyst, Amendments Section
Department of State, Corporations Division
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

Re: Our File No. 01-20534
Sticky Web, Inc.

000003818550--0
-03/08/01--01036--012
*****35.00 *****35.00

Dear Ms. Payne:

Enclosed are the following:

1. Articles of Amendment to Articles of Incorporation of Sticky Web, Inc.

2. This firm's check in the amount of $35 for the filing fee.

Please return a file-stamped copy to me using the enclosed envelope.

Do not hesitate to contact me should you have any questions concerning this filing.

Very truly yours,

Jill Seifer bp

Jill Seifer

JS/bjp
Enclosures

Amend

S. PAYNE MAR 8 - 2001

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STICKY WEB, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article V shall be amended to read in its entirety as follows:

"ARTICLE V
CAPITAL STOCK

The aggregate number of shares which this Corporation shall have authority to issue is one hundred million (100,000,000) shares consisting of 5 million (5,000,000) shares of preferred stock, $.001 par value and 95 million (95,000,000) shares of common stock, $.001 par value. The shares of preferred stock and common stock shall have unlimited voting rights and are entitled to receive the net assets of this Corporation upon dissolution.

The Board of Directors shall determine the preferences, limitations, and relative rights of any class of shares before the issuance of shares of that series."

SECOND: The date of the amendment's adoption was February 26, 2001.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 26 day of Feb., 2001.

STICKY WEB, INC.

By:
Thomas L. DiStefano, III,
President