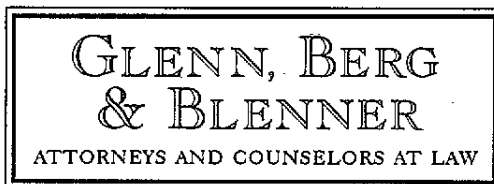


- BARRY M. GLENN
- PAUL E. BERG
- WALTER W. BLENNER



2708 Alternate 19 N., Suite 701
Palm Harbor, Florida 34683
Telephone: (727) 786-5866
Fax: (727) 784-3263

• Also Admitted in Colorado

P 97000080806

REPLY TO PALM HARBOR

August 23, 1999

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-08/30/99--01103--010
*****35.00 *****35.00

Secretary of State-Div. of Corp.
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

Re: ARTICLES OF AMENDMENT OF THE ONLINE DESIGN LIBRARY, INC.

Dear Sir or Madam:

Enclosed herein, please find an original Articles of Amendment of the above referenced corporation, as well as a copy of the Articles of Amendment for return to our office.

We are also enclosing our law firm check in the amount of \$35.00 to cover the cost of filing these Articles.

If you have any further questions or comments, please do not hesitate to contact me directly.

Very truly yours,

GLENN, BERG & BLENNER

By: Walter W. Blenner

Enclosure

cc: Ms. Stacey L. Tiveron

NC Amend
9-9-99
DWS

FILED
99 AUG 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
THE ONLINE DESIGN LIBRARY, INC.

The undersigned President and Secretary of THE ONLINE DESIGN LIBRARY, INC., hereby
files these Articles of Amendment, to change the Corporate name from:

THE ONLINE DESIGN LIBRARY, INC.

to:

TRADE ONLY DESIGN LIBRARY, INC.

The principal place of business for the corporation shall remain:

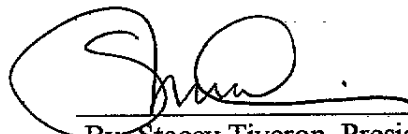
505 N. Jefferson Ave.
Clearwater, Florida 33755

FILED
99 AUG 30 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Amendment has been ratified by all of the shareholders of the corporation on August 16, 1999, and documented by Minutes of a Special Meeting, Ratification of Minutes, and Waiver of Further Notice on that same date.

The seal of the Corporation shall be a circular impression with the name TRADE ONLY DESIGN LIBRARY, INC., around the border.

IN WITNESS WHEREOF, the undersigned, as the President and Secretary/Treasurer of the above-named Corporation, does hereby subscribe my name and acknowledge the execution of the same on this 16th day of August, 1999.



By: Stacey Tiveron, President