

P98000003159

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

FIRST LEVEL CAPITAL, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 11, 2002

FIRST LEVEL CAPITAL, INC.
3010 N. MILITARY TRAIL
BOCA RATON, FL 33431US

SUBJECT: FIRST LEVEL CAPITAL, INC.
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*Fixed.
I need today's
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Thanks -
Robert Bent*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIRST LEVEL CAPITAL, INC.

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: The name of the corporation is First Level Capital, Inc.

Second: ARTICLE I of the Articles of Incorporation is deleted in its entirety and the following is substituted in lieu thereof:

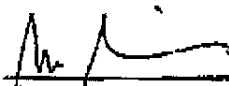
"ARTICLE I

The name of the corporation shall be vFinance Investments, Inc."

Third: The foregoing amendment was adopted and approved by written consent of the Board of Directors dated as of January 1st, 2002, and by written consent of the sole stockholder of the Corporation dated as of January 1st, 2002, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation on this 10th day of January, 2002, and does hereby certify that the facts stated in these Articles of Amendment to Articles of Incorporation are true and correct.

By:



As:

PRESIDENT

MARC SIEGEL

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