P98000015211

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June 20, 2000

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*****25.00 *****25.00

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

RE: Agenda Fairs, Inc.

Dear Sir:

Enclosed herewith please find two copies of the Articles to Amend Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of $25.00 to cover filing fees, etc.

Very truly yours,

Elizabeth Tullos

Elizabeth Tullos
Legal Assistant
et
Enclosures

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*****10.00 *****10.00

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NC+Amend
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7-13-00

FILED
00 JUL 13 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 6, 2000

ALAN GONZALEZ, P.A.
% ELIZABETH TULLOS
1602 WEST SLIGH AVE., SUITE 300
TAMPA, FL 33604-5809

SUBJECT: AGENDA FAIRS, INC.
Ref. Number: P98000015211

We have received your document for AGENDA FAIRS, INC. and your check(s) totaling $25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file your document is $35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 700A00037550

RECEIVED
00 JUL 13 AM 9:18
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

COME NOW the undersigned Shareholders of **AGENDA FAIRS, INC.**, who pursuant to §607.1006, Fla. Stat., hereby file these Articles of Amendment that shall amend the aforesaid corporation's Articles of Incorporation as follows:

1. The present corporation name is **AGENDA FAIRS, INC.**
2. The text of each amendment adopted:

   In accordance with the attached Resolution of the Board of Directors and Shareholders of **AGENDA FAIRS, INC.**, it was unanimously resolved that the corporate name be changed to **Ed2Web, Inc.**

3. The number of authorized shares is hereby increased from 1,000 to 100,000.
4. The date of each amendment's adoption: June 20, 2000.
5. Set forth below are the names of all Shareholders of **AGENDA FAIRS, INC.** and the number of votes cast respectively for and against the above Amendment:

Name of Shareholder	Number of Votes per Shareholder	For	Against
Debra M. Stonikas	1	X	

The number of votes cast for the Amendment by the Shareholders was sufficient for approval since the votes for approval were unanimous.

FILED
00 JUL 13 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dated: June 20, 2000.

Debra M. Stonikas
DEBRA M. STONIKAS
Director and Shareholder

MINUTES OF JOINT MEETING OF STOCKHOLDERS AND DIRECTORS OF AGENDA FAIRS, INC. AND RESOLUTION TO AMEND ARTICLES OF INCORPORATION

The joint meeting of the stockholders and directors of **AGENDA FAIRS, INC.**, was held in Plant City, Florida, on the 20 day of June, 2000.

The following, constituting all the stockholders and directors of the corporation were present at the meeting:

Debra M. Stonikas

The secretary then presented and read to the meeting a waiver of notice of meeting, subscribed by all the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The following Resolution was then presented, discussed and adopted:

BE IT RESOLVED, the undersigned Shareholders and Directors of **AGENDA FAIRS, INC.**, do hereby unanimously resolve that the Articles of Incorporation of **AGENDA FAIRS, INC.** be amended to change the corporate name to **Ed2Web, Inc.**, effective as of the date hereof.

IT IS FURTHER RESOLVED, that the corporate officers be authorized to prepare and file the requisite Articles of Amendment with the Secretary of State's office in order to effectuate the above name change. This resolution is authorized pursuant to §607.1003, Fla. Stat.

IT IS FURTHER RESOLVED, that the number of authorized shares is hereby increased from 1,000 to 100,000 and this change shall be incorporated into the Articles of Amendment as referenced above.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

DATED: June 20, 2000.

Debra M. Stonikas

DEBRA M. STONIKAS
Secretary

WAIVER

We, the undersigned, being all of the stockholders and directors of **AGENDA FAIRS, INC.**, hereby waive notice of the foregoing meeting and ratify, confirm and approve the actions therein taken.

DATED: June 20, 2000.

Debra M. Stonikas

DEBRA M. STONIKAS