



THE UNITED STATES
CORPORATION
COMPANY

P980000016009

ACCOUNT NO. : 072100000032

REFERENCE : 094797 7131881

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 11, 1999

ORDER TIME : 2:30 PM

ORDER NO. : 094797-005

CUSTOMER NO: 7131881

CUSTOMER: Roger L. Shaffer, Jr., Esq
Shaffer & Shaffer, P.a.
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*****35.00 *****35.00

Amend

DOMESTIC AMENDMENT FILING

RECEIVED

99 JAN 11 PM 3:11

DIVISION OF CORPORATION

NAME: AUCTION JUNCTION WORLD, INC.

EFFECTIVE DATE:

XX 99 ARTICLES OF AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN 11 PM 4:38

FILED

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XX 99 PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

DR
1/11/99

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
AUCTION JUNCTION WORLD, INC.**

I. NAME

The name of this corporation is **AUCTION JUNCTION WORLD, INC.**

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II. AMENDMENTS

Article IV (titled "Capital Stock") of the Articles of Incorporation shall be amended to read:

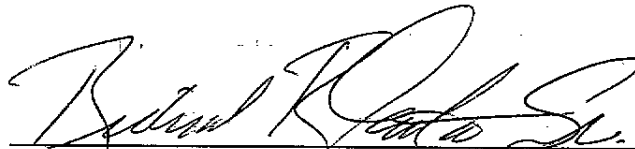
This corporation is authorized to issue Five Hundred Million (500,000,000) shares of one cent (\$.01) par value common stock which shall be designated as "Common Shares".

III. DATE OF ADOPTION

The foregoing amendments were adopted on the 8th day of January, 1999.

IV. APPROVAL OF AMENDMENTS

I, the undersigned Chairman of the Board of Directors, certify that the number of votes cast by the Shareholders and Directors was sufficient for approval of the foregoing amendments.



Richard R. Carta (Sr.), Chairman of the Board

Date

1/8/99