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Division of Corporations

P98000030736

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Florida Department of State

Division of Corporations

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From: Account Name : MIRKIN & WOOLF, P.A.
Account Number : 105322001737
Phone : (561) 687-4460
Fax Number : (561) 687-3447

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HAIG, INC.

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March 4, 1999

HAIG, INC.
C/O MIRKIN & WOOLF, P.A.
1700 PALM BEACH LAKES BLVD., #580
W. PALM BEACH, FL 33401

SUBJECT: HAIG, INC.
REF: P98000030736

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000005155
Letter Number: 199A00010143

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF Palm Beach

SS.

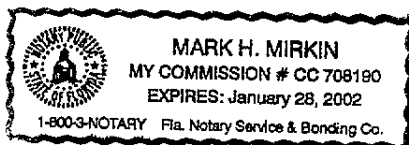
Before the undersigned notary public, on this day personally appeared Harvey Underdahl who, being duly sworn, deposes and says:

1. I am the sole officer and director of Boomers.Com, Inc., a Florida corporation (the "Corporation").
2. The Corporation never commenced business or issued shares of its capital stock.
3. I have filed Articles of Dissolution at the Florida State Department.
4. As the sole person in a position to act on behalf of the Corporation, I hereby state without equivocation that it is not my intent to revoke dissolution.

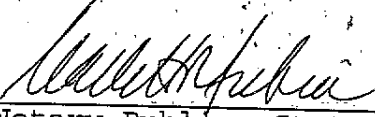
IN WITNESS WHEREOF, I have hereunto set my hand this 22d day of February, 1999.


HARVEY UNDERDAHL

SWORN TO AND SUBSCRIBED before me this 22d day of February, 1999.



(SEAL)


Notary Public, State of
Florida at Large

H99000005155 9

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF

HAIG, INC.

Pursuant to the provisions of the Florida Statutes, on December 8, 1998, both of the directors and holders of a majority of the shares of common stock of Haig, Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

RESOLVED: That the name of the Corporation should be changed to Boomers.com, Inc.

RESOLVED: That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolution.

The number of votes cast for the foregoing resolutions by the shareholders was sufficient for approval.

NOW THEREFORE, in accordance with the foregoing resolutions, Article I of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

The name of the corporation shall be Boomers.com, Inc.

IN WITNESS WHEREOF, the president of the Corporation has executed and submitted this instrument this 5th day of March, 1999.


J. Graham Douglas
President

FILED
99 MAR -5 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
Mirkin & Woolf, P.A.
1700 Palm Beach Lakes Blvd. #580
West Palm Beach, FL 33401
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