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FILED
00 JAN 21 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS

January 20, 2000

Secretary of State of Florida
Corporations Division - Amendments
409 East Gaines Street
Tallahassee, FL 32399

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*****43.75 *****43.75

Re: HipHip Software, Inc.

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment, in duplicate, to the Articles of Incorporation of HipHip Software, Inc. Also enclosed is our check in the amount of \$43.75 in payment of filing fees and a certified copy. Please forward the certified copy of the Amendment to me.

Thank you for your cooperation with this matter.

Very truly yours,



Jan Blanck, Lawyer's Assistant to
Richard C. Bulman, Jr.

cc: Richard C. Bulman, Jr.

Amend

V. SHEPARD JAN 30 2000

MI-94417.01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HIPHIP SOFTWARE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE IV. BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

ARTICLE V. CAPITAL STOCK

The aggregate number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Fifty Million (50,000,000) shares of common stock having a par value of \$.001 per share. The Board of Directors of this Corporation shall have the power to divide and issue the Common Stock into one or more series and to determine the limitation and relative rights of each such series, consistent with the laws of the State of Florida. Shares of one series may be issued as a share dividend in respect of shares of another series.

ARTICLE IX. INDEMNIFICATION

Except as may otherwise be provided in the Bylaws of this Corporation, this Corporation shall indemnify its incorporators, officers and directors to the fullest extent permitted by law either now or hereafter in effect.

In accordance with Section 607.1003 of the Act, the foregoing amendment to the Articles of Incorporation was adopted by unanimous written consent of the shareholders and directors of the Corporation dated January 14, 2000, and therefore, the number of votes cast in favor of the amendment was sufficient for its approval.

IN WITNESS WHEREOF, the undersigned, as the President, has executed the

foregoing Articles of Amendment to the Articles of Incorporation as of January 14,
2000.

By: 

Victor Lyons, President