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Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Fl. 32314

FILED
01 MAR -1 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
February 26, 2001

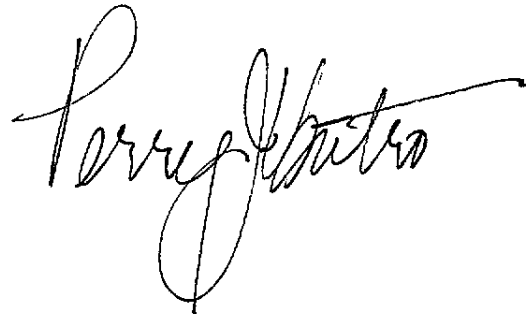
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To whom it may concern,

Enclosed please find my article of amendment concerning a Corporate name change.
Please send a certified copy of the amendment and a certificate of status to;

Mr. Perry J. Ventro
1 N.E. 40th St. suite #3
Miami, Fl. 33137

Thank You,



AK
3-5-01
AKS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VENTRO and CROSS INC.
(present name)

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:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

CHANGE OF CORPORATE NAME

FROM: VENTRO and CROSS INC.

TO: VENTRO & COMPANY, INCORPORATED

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: FEBRUARY 26, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

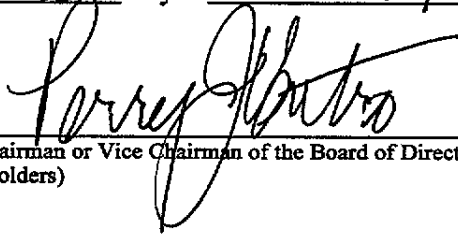
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of FEBRUARY, 2001

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Perry J. VENTRO

Typed or printed name

PRESIDENT

Title