

098000074384



ACCOUNT NO. : 072100000032

REFERENCE : 345457 P1314A

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : August 18, 1999

ORDER TIME : 10:09 AM

ORDER NO. : 345457-005

600002962886--8

CUSTOMER NO: 81314A

CUSTOMER: Maria N. Lecanu, Paralegal
Kohl Metzger Spotts & Tapper
P. O. Box 1166

Stuart, FL 34995-1166

DOMESTIC AMENDMENT FILING

NAME: SHOPPERGUIDEFL.NET, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

N.C.

G. COULLIETTE AUG 18 1999

FILED
99 AUG 18 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
99 AUG 18 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF SHOPPERGUIDEFL.NET, INC.

I

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on August 25, 1998, and assigned Document Number P98000074384, are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on this 17th day of August, 1999, as follows:

II

ARTICLE I is hereby amended to read as follows:

The name of this corporation is SHOPPERGUIDE.NET, INC.

III

As there presently exists only two (2) shareholders of the issued and outstanding shares of the Corporation, the Corporation shall exchange the certificates of the said shareholders for a certificate representing an identical number of shares which properly reflects the name change of the Corporation and cause the shares taken in to be cancelled.

IV

This Amendment to the Articles of Incorporation was adopted by the shareholders and directors on the 17th day of August, 1999.

V

The undersigned, being the President and Secretary of SHOPPERGUIDEFL.NET, INC., hereby certify that the above and foregoing Amendment to the Articles of Incorporation was adopted as aforesaid on this 17th day of August, 1999.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation on 17th day August, 1999.

FILED
99 AUG 18 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTEST:


By: Michael F. L. Apap Pres
Michael F. L. Apap, President

By: Georgia Binderow
Georgia Binderow, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 17th day of August, 1999, by Michael F. L. Apap, President and Georgia Binderow, Secretary, of SHOPPERGUIDEFL.NET, INC. on behalf of the corporation, who is personally known to me.

(seal)

 Maria Nicole Lecanu
My Commission CC843284
Expires June 18, 2003


Maria Nicole Lecanu
Notary Public
State of Florida at Large

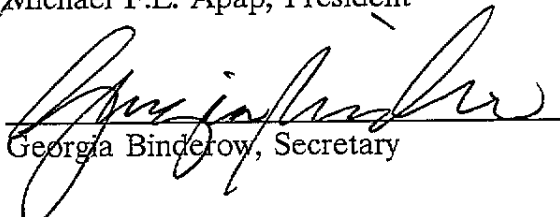
**WRITTEN CONSENT OF THE STOCKHOLDERS
AND DIRECTORS OF
SHOPPERGUIDEFL.NET, INC.
IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the directors and stockholders of SHOPPERGUIDEFL.NET, INC., in accordance with §§607.0821 and 607.0704 of the Florida General Corporation Act, as of the 17th day of August, 1999, do hereby waive the necessity of a meeting and do hereby consent in writing to the adoption of the following resolutions:

WHEREAS, it is in the best interests of the Corporation to change its name to SHOPPERGUIDE.NET, INC.; now, therefore, it is

RESOLVED, that the name of the Corporation shall be changed to SHOPPERGUIDE.NET, INC., that the President and Secretary of the Corporation are hereby instructed to file with the Secretary of State of Florida an Amendment to the Articles of Incorporation in the form attached to these minutes, that the President and Secretary of the Corporation shall issue new stock certificates in accordance with the attached Amendment to the Articles of Incorporation, and that the President and Secretary of the Corporation are authorized to take such further actions as may be reasonably necessary to effectuate the intent of these resolutions.


Michael F.L. Apap, President


Georgia Binderow, Secretary