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ADI RAPPOPORT

JAMES J. FREELAND  
OF COUNSEL

December 23, 1998

**P98000078421**

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

100002723161--1  
-12/28/98--01068--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

To whom it may concern,

Enclosed please find the Articles of Amendment for Natural Answers, Inc., a Florida corporation. Attached please find a check for \$43.75 equal to: (a) the filing fee of \$35 pursuant to section 607.0122(8) Florida Statutes and (b) \$8.75 for a certified copy of the Articles of Incorporation, as amended. Please mail the certified copy to my attention at the above address.

Sincerely,



Adi Rappoport

cc: Brian Feinstein  
Jerald David August

*Spoke to →  
1-8-99 about shareholder  
approval and approval Date  
BHS  
Amend  
1-8-99  
BHS*

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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**FILED**

**ARTICLES OF AMENDMENT  
NATURAL ANSWERS, INC.**

TO: The Florida Department of State

The undersigned, as a directors of Natural Answers, Inc., adopted the below-detailed amendments to the Articles of Incorporation via mutual consent on December 9, 1998. The directors made such amendments prior to the issuance of any shares of stock in the above-named corporation. The adopted amendments to the Articles of Incorporation are as follows:

shareholder action was not required

1. Article IV which contains the names of the Corporation's Board of Directors is amended by removing the name of Lou Prats as a director.
2. Article V which specifies the Capital Stock of the corporation is completely amended to read as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$1.00	Class "A" Common Voting
1000	\$1.00	Class "B" Common Non-Voting

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


98 DEC 28 AM 11:52

FILED

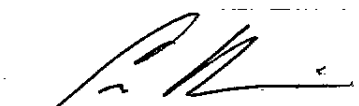
The Class "A" Common Voting stock and the Class "B" Common Non-Voting Stock shall be in all respects identical share-for-share, except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class "A" Common Voting Stock.

The approval date of the amendments is December 9, 1998.

EXECUTED ON: December 9, 1998

  
\_\_\_\_\_  
Brian Feinstein  
Director

  
\_\_\_\_\_  
Jennifer Feinstein  
Director

  
\_\_\_\_\_  
Eric Feinstein  
Director

  
\_\_\_\_\_  
Gerald David August  
Director