

P98000090582



ACCOUNT NO. : 072100000032

REFERENCE : 209979 4352702

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 43.75

ORDER DATE : April 19, 1999

ORDER TIME : 1:29 PM

ORDER NO. : 209979-005

CUSTOMER NO: 4352702

800002844008--1

CUSTOMER: Ms. Lisa Folis
Williams Parker Harrison Dietz
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC AMENDMENT FILING

NAME: SEEKBOOKS, 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: Angie Glisar

EXAMINER'S INITIALS:

Amend N.C.
4-19-99

FILED
99 APR 19 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 APR 19 PM 2:27
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
for
SEEKBOOKS, INC.

1. The name of the Corporation is SEEKBOOKS, INC.
2. The following resolutions were adopted by the shareholders of SEEKBOOKS, INC.

RESOLVED, that Article 1 of the Articles of Incorporation is amended and restated in its entirety to read as follows:

1. Name. The name of the Corporation is:

seekmedia.com, Inc.

FURTHER RESOLVED, that Article 4 of the Articles of Incorporation is amended and restated in its entirety to read as follows:

4. Authorized Shares. The Corporation is authorized to issue 10,000,000 shares of common stock having a par value of \$0.001 per share. The common shares shall be divided into two classes, as follows:

- A. Class A Common Stock – 9,400,000 shares
- B. Class B Common Stock – 600,000 shares

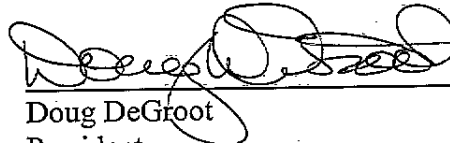
Each share of Class A or Class B Common Stock shall possess preferences, limitations and relative rights equal in all respects except that all shares of Class B Common Stock herein authorized shall at all times prior to public sale of the Corporation's common stock be deemed to represent twelve percent (12%) of the voting, dividend and liquidation rights of the Corporation outstanding at any time and, thus, shall not be subject to dilution. No shares of the Class B Common Stock shall be transferred without the prior consent of the Corporation's Board of Directors and by each shareholder owning more than twenty-five percent (25%) of the Class A Common Stock. Immediately prior to an initial public offering, all shares of the Class B Common Stock shall be converted into shares of Class A Common Stock which shall upon issuance equal a percentage of the Class A Common Stock outstanding following such conversion determined by dividing the number of shares of Class B Common Stock then outstanding by 5,000,000. No share shall be issued except upon payment to the Corporation of the par value of the share in cash or other consideration permitted by law as payment for the shares.

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3. The resolutions listed above were adopted as of March 15, 1999 upon the vote of the majority of all shareholders entitled to vote thereon.

4. The resolutions listed above were adopted by the directors of the Corporation as of March 15, 1999 upon the unanimous affirmative vote of all directors.

IN WITNESS WHEREOF, the President has executed these Articles of Amendment.



Doug DeGroot
President

RDB-349826.1