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ACCOUNT NO. : 072100000032

REFERENCE : 710209 4355221

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 43.75

ORDER DATE : May 25, 2000

ORDER TIME : 2:09 PM

ORDER NO. : 710209-005

CUSTOMER NO: 4355221

000003267890--6

CUSTOMER: William W. Caldwell, Esq
Collins, Brown, Caldwell
756 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC AMENDMENT FILING

NAME: UNITEUS ONLINE, 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: Tamara Odom

G. COULLETTE MAY 26 2000

EXAMINER'S INITIALS: _____

FILED
00 MAY 25 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Received pm 1:12
00 MAY 25*

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
UNITEUS ONLINE, INC.**

FILED
00 MAY 25 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1001, Florida Statutes, UNITEUS ONLINE, INC., a Florida corporation, adopts the following amendment to the Articles of Incorporation. The original Articles of Incorporation were filed and approved on November 18, 1998. Said Articles are hereby amended as follows:

1. ARTICLE III shall be amended to read:

ARTICLE III
SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having a par value of \$.01 per share.

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 24th day of May, 2000.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 24th day of May, 2000.

UNITEUS ONLINE, INC.

By: _____

Frederick C. Peters, II, President

Attest: _____

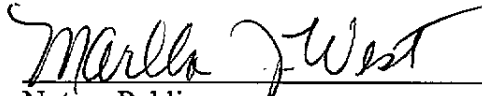
William W. Caldwell, Secretary

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared FREDERICK C. PETERS, II, to me known and known to me to be the President, and WILLIAM W. CALDWELL, to me known and know to me to be the Secretary, of UNITEUS ONLINE, INC., and they acknowledged before me that they executed the foregoing Amendment to Articles of Incorporation in the name of and on behalf of the corporation; that as such they are duly authorized by the corporation to do so; that the foregoing Amendment is the act and deed of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 24th day of May, 2000.



Notary Public
State of Florida at Large.

My Commission Expires:

