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January 11, 2000

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

RE: Articles of Amendment

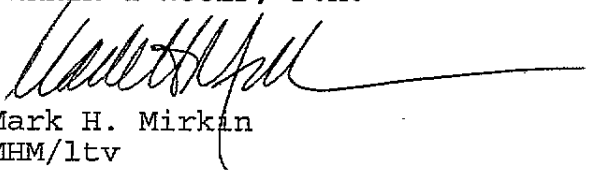
Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of X Cosmeceuticals, Inc. along with a check endorsed for payment to the Florida State Department in the amount of \$87.50 to cover the filing fee and fee for a certified copy. Please send the certified copy to the undersigned at the letterhead address.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/ltv

Enclosures

cc: Agnes Heron

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

X COSMECEUTICALS, INC.

Pursuant to the provisions of the Florida Statutes, on January 5, 2000, the directors and holders of a majority of the shares of common stock of X Cosmeceuticals, Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

RESOLVED: That the name of the Corporation should be changed to WomenTLC.com Inc.

RESOLVED: That the Articles of Incorporation with the Florida State Department should be amended to reflect the foregoing resolutions.

The number of votes cast for the foregoing resolutions of the shareholders was sufficient for approval.

NOW THEREFORE, in accordance with the foregoing resolutions, Article I of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

The name of the corporation shall be
WomenTLC.com Inc.

IN WITNESS WHEREOF, the president of the Corporation has executed and submitted this instrument this 6th day of January, 2000.


Agnes Heron

Prepared by: Mark H. Mirkin, Esq.
FL Bar No.: 464694
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FILED
JAN 14 PM 12:01
CLERK OF STATE
TALLAHASSEE, FLORIDA