

JACKSON L.M ORRIS

Attorney at Law

Admitted in Florida, Georgia and the District of Columbia

February 14, 2002

By Express U.S. Mail or overnight courier service

P98000105625

Division of Corporations  
Department of State - Florida  
409 East Gaines Street  
Tallahassee, FL 32399

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-02/18/02--01092--001  
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Re: 1 Global City, Inc.  
a Florida for profit corporation  
Document Number P98000105625  
Articles of Amendment - Change in authorized common stock,  
change in preferred stock and share consolidation

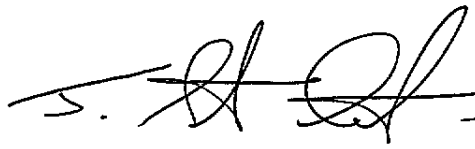
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02 FEB 18 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find two executed originals of Articles of Amendment to the Articles of Incorporation of the above-referenced for profit corporation and a company check for the filing fee and registered agents fee in the aggregate amount of \$35.00. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to call the undersigned.

Very truly yours,

For JACKSON L. MORRIS, by  - President  
Jackson L. Morris

cc: J. Stuart Grant

enclosures

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2pg Amend  
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JH

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
1 GLOBAL CITY, INC.**

Pursuant to the provisions of §607.1003(6), Fla. Stat., the Florida Business Corporation Act, **GLOBAL CITY, INC.** does hereby amend its Articles of Incorporation as follows:

1. The name of the corporation is 1 Global City, Inc.
2. This Amendment to the Articles of Incorporation was duly approved and adopted on February 12, 2002 by written consent of a majority of the stockholders as a whole, there being no class of stockholders entitled to vote hereon as a separate voting group, pursuant to §607.0726, Fla. Stat., by written consent without a meeting, pursuant to §607.0704, Fla. Stat., upon the recommendation of the board of directors on February 12, 2002 by written consent of all directors pursuant to §607.0821, Fla. Stat.
3. The total number of shares of common stock issued and outstanding at the date hereof is 26,108,555 shares and the vote of such subscribed shares in favor hereof was 13,243,803 shares, being sufficient in all respects for approval hereof.
4. The Corporation's issued and outstanding shares of common stock on the date hereof, as set forth above are hereby consolidated with the effect that each three such shares shall and do hereby become one share, with each resulting fractional share of a holder rounded up to the next full share.
4. Article IV of the Articles of Incorporation, as amended, shall be and hereby is amended in its entirety, as follows:
  - (a) The authorized common stock of the Corporation shall be Two Hundred Million (200,000,000) Shares, all of one class, having a par value \$.001 per share.
  - (b) The authorized preferred stock of the Corporation shall be Ten Million (20,000,000) Shares, having, as determined by the board of directors, a par value, stated value, liquidation preferences and other preferences, dividend preference, voting rights (including super majority voting rights), right to convert into other authorized securities of the Corporation, limitations and other features and relative rights and being issuable, as determined by the board of directors, in one or more classes or series within classes, each of which may be, as determined by the board of directors, to different from all others as to the features provided herein to be determined by the board of directors.

IN WITNESS WHEREOF, the undersigned, President of 1 Global City, Inc., has executed the within Articles of Amendment this 13th day of February 2002 and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing thereof.

(CORPORATE SEAL)

1 Global City, Inc.

ATTEST

Jackson L. Morris, Secretary

By:

J. Stuart Grant, President

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