

JACKSON L. MORRIS

Attorney at Law

Admitted in Florida, Georgia and The District of Columbia Page 1

September 19, 2002

By Express U.S. Mail or over night courier service

P98000105625

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

600007978986--7
-09/24/02--01029--005
*****35.00 *****35.00

Re: 1 Global City, Inc.
a Florida for profit corporation
Document Number P98000105625
Articles of Amendment - Designation of preferred stock characteristics

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,


Jackson L. Morris

cc: J. Stuart Grant
enclosures

FILED
21 PM 1:49
DEPT. OF STATE
TALLAHASSEE, FLORIDA

P98000105625
32 Aug 01
10-21-02



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 2, 2002

JACKSON L. MORRIS
3116 WEST NORTH A STREET
TAMPA, FL 33609-1544

SUBJECT: 1 GLOBAL CITY, INC.
Ref. Number: P98000105625

We have received your document for 1 GLOBAL CITY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 402A00055414

Exhibit "A"

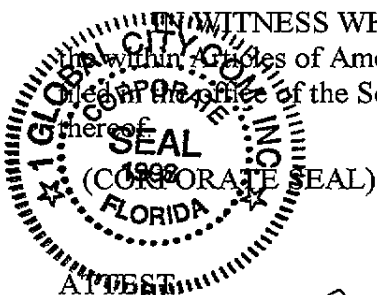
**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
1 GLOBAL CITY, INC.**

FILED
02 OCT 21 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0602, Fla. Stat., the Florida Business Corporation Act, 1 Global City.Com, 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 September 17, 2002 by all of the directors of the corporation, pursuant to §607.0726, Fla. Stat., by written consent without a meeting, pursuant to §607.0821, Fla. Stat. Approval by the stockholders is not required.
3. Article IV of the Articles of Incorporation, as amended, shall be and hereby is amended to add a subsection (1) to Section (b), as follows:
 - (1) Out of the Ten Million (10,000,000) Shares of authorized preferred stock of the Corporation Four Hundred Thousand (400,000) Shares shall be identified as Class A Convertible Preferred Stock, each share of which shall be entitled to five votes on all matters submitted to the holders of the common stock for approval, voting together with the common stock as a single class and not separately, shall be convertible at the election of the holder into five shares of common stock unless and until the Corporation has a public market for its common stock in which event the preferred shares shall automatically be converted into common shares, shall be entitled to receive dividends only when and as declared on, and not in preference to, the common stock and then in an amount equal to five times the amount applicable to the common stock as if the preferred stock had been then converted into common stock and shall not be entitled to participate in any distribution of the Corporation's assets upon winding up of its affairs until such time as each holder of common stock shall have received a distribution at least equal to greatest amount paid by any such common stockholder for shares purchased for cash from the corporation.

IN WITNESS WHEREOF, the undersigned, President of **1 Global City, Inc.**, has executed this within Articles of Amendment this 14th day of January, 2000 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.



ATTEST


Jackson L. Morris, Secretary

1 Global City, Inc.

By: 

J. Stuart Grant, President