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BASIC AMENDMENT

CHECK-ME-OUT.COM, INC.

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Amendment

11/19/01

Dr.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CHECK-ME-OUT.COM, INC.**

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Pursuant to Section 607.1006 of the Florida Business Corporation Act, CHECK-ME-OUT.COM, INC. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

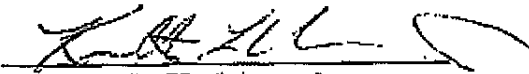
FIRST: The name of the Corporation is CHECK-ME-OUT.COM, INC.

SECOND: Article III of the Articles of Incorporation shall be amended in its entirety to read as follows:

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

THIRD: The foregoing amendment was duly authorized on November 19, 2001 by the consent of the sole incorporator of the Corporation, there being no shares of the Corporation issued and outstanding as of the date of such consent.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on this 19th day of November, 2001.


Kenneth L. Underwood
Sole Incorporator

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