

OnLoan.com

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April 26, 2000

Via Federal Express

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-04/27/00--01073--003  
\*\*\*\*\*50.00 \*\*\*\*\*43.75

Re: Filing of Articles of Amendment to Articles of Incorporation of OnLoan.com, Inc.

Ladies/Gentlemen:

Enclosed please find an original and one photocopy of the Articles of Amendment to the Articles of Incorporation of OnLoan.com, Inc. for filing with the Secretary of State, together with a check in the amount of \$50.00, representing the fee for filing and obtaining a certified copy of said Articles of Amendment. Also enclosed please find a self-addressed stamped envelope for your use in returning the certified copy to the undersigned.

In the event you have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,

ONLOAN.COM, INC.



David Kahan  
Vice President and General Counsel

FILED  
00 APR 27 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
ONLOAN.COM, INC.**

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, as amended (the "FBCA"), the Articles of Incorporation of OnLoan.Com, Inc., a Florida corporation (the "Corporation"), is hereby amended as follows:

- I. "Article III, Paragraph No. 1" is deleted in its entirety and amended to read as follows:

**ARTICLE III CAPITAL STOCK**

1. Authorized Shares. The total number of shares of capital stock that the Corporation is authorized to issue is One Hundred Twenty Million (120,000,000) shares, consisting of One Hundred Million (100,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and Twenty Million (20,000,000) shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock").

The foregoing Amendment was proposed by the Board of Directors and was duly approved by the Corporation's Shareholders by a joint unanimous written consent in lieu of a meeting on April 25, 2000, pursuant to Sections 607.0704 and 607.0821 of the FBCA. The number of votes cast for the amendment was sufficient for approval.

In accordance with Section 607.0123(1)(b) of the FBCA, this Amendment shall be effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of ONLOAN.COM, INC., this the 25<sup>th</sup> day of April, 2000.

ONLOAN, INC.

By: \_\_\_\_\_

Barney K. Danzansky, President

**FILED**  
00 APR 27 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA