

LAW OFFICES
DAVID A. CHENKIN, ESQ., P.A.

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June 3, 1999

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

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-06/07/99--01155--010
*****35.00 *****35.00

RE: Gayborhood, Inc.

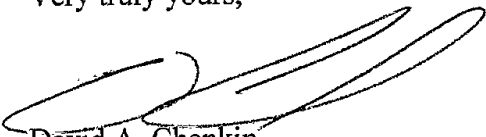
Dear Sir or Madam:

Enclosed herein please find the Articles of Amendment of Gayborhood, Inc., a copy, a self-addressed stamped envelope and our \$35.00 check.

Please file the original and return to us a marked copy in the enclosed envelope.

Should you have any questions, please do not hesitate to call us.

Very truly yours,


David A. Chenkin

DAC/apb

*Amend
6-11-99
BHS*

FILED
99 JUN -7 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GAYBORHOOD, INC.**

FILED
99 JUN - 7 PM 3:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation, specifically, Article III Capital Stock, which is amended as follows:

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this Corporation is authorized to issue and have outstanding at any one time shall be 30,000,000 shares which are divided into three

(3) classes as follows:

- (i) 20,000,000 shares of Class A voting common stock, par value \$.001 per share; and
- (ii) 5,000,000 shares of Class B voting common stock, par value \$.001 per share. The Class B voting common stock shall have ten (10) votes per share;

All shares of common stock, Class A voting common stock and Class B voting common stock, shall be issued fully paid and exempt from assessment and shall be payable in lawful money of the United States, on any property, labor or services a just valuation to be fixed by the Board of Directors of the Corporation; and

(iii) 5,000,000 shares of preferred stock, par value \$.001 per share.

The preferred stock may be created and issued, from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, options or other rights, including voting rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

The date of adoption of this Amendment to Articles of Incorporation of Gayborhood, Inc. is the 21 day of May, 1999.

This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 21 day of May, 1999.


SANDEE BIRDSONG, President

This Amendment to the Articles of Incorporation of GAYBORHOOD, INC. was approved by the shareholders and the number of votes cast for the Amendment was sufficient for approval.