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BASIC AMENDMENT

NEW AGE CITIES.COM, INC.

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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
NEW AGE CITIES.COM, INC.

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00 APR -4 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of NEW AGE CITIES.COM, INC., a Florida corporation ("Corporation"), filed with the Department of State on March 19, 1999, Charter Number P99000027230 be, and it is hereby, amended pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

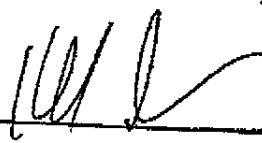
ARTICLE I  
CORPORATE NAME

The name of Corporation shall be: newagecities.com, Inc.

The foregoing amendment was adopted by the Board of Directors and Majority Shareholders of this Corporation, on MARCH 30, 2000, pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of MARCH 30, 2000.

NEW AGE CITIES.COM, INC.

By: 

Dr. Kenneth Shenkman, President and Director

JAMES M. SCHNEIDER, ESQ. - FL BAR NO. 214338  
Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
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