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 SCHOLARSHIP.COM, INC.
2501 EAST COMMERCIAL BLVD, SUITE 200
FORT LAUDERDALE, FLORIDA 33308
Tele (954) 351-0022 Fax (954) 351-1618
E-mail Scholarship.com@prodigy.net

March 24, 2000

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-03/30/00-01108-016
*****35.00 *****35.00

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

re: Certificate of Amendment to Articles
Incorporation of Scholarship.com Inc.

Dear Sir:

Enclosed to be filed is an original and
one copy of the above Certificate of
Amendment. Also enclosed is a check
for \$35.00.

Thank you
Starlett Kline

Amend.

V. SHEPARD APR 10 2000

FILED
00 MAR 30 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SCHOLARSHIP.COM, INC.**

A Florida Corporation

FILED
00 MAR 30 AM 8:5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby certifies as follows:

ONE: That they are the President and Secretary, respectively of
SCHOLARSHIP.COM, INC., a Florida corporation.

TWO. That at a meeting of the Shareholders and the Board of Directors of the corporation, held on November 10, 1999, the Corporation resolved to amend Article III of its Articles of Incorporation, as follows:

RESOLVED, that the Corporation amend its Articles of Incorporation, Article III as follows:

ARTICLE III CAPITOL STOCK

“The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares voting at \$1.00 par and 500,000,000 common non-voting shares at \$0.001 par.”

THREE. This amendment was approved by the required vote of shareholders in accordance with the corporation laws of the state of Florida. The total number of outstanding shares of each class entitled to vote for the amendment is: Nineteen Million One Hundred Thirty Thousand One Hundred (19,130,100) shares. The number of shares of each class voting for the amendment

equaled or exceeded the vote required, that being fifty (50%) percent. The amendment was approved by a vote of Sixteen Million One Hundred (16,000,100) shares equaling 83.64% of all shares entitled to vote.

Dated: November 10, 1999

Martin J. Ehrlich
MARTIN J. EHRLICH, President

Dated: November 10, 1999

Starlett Kline
STARLETT KLINE, Secretary

We the undersigned, hereby declare, under penalty of perjury, in accordance with the laws of the State of Florida, that we are the President and Secretary of the above-referenced corporation, that we executed the above-referenced Certificate of Amendment to Articles of Incorporation, that we have personal knowledge of the information contained therein, and that the information contained therein is true and correct.

Martin J. Ehrlich
MARTIN J. EHRLICH, President

Starlett Kline
STARLETT KLINE, Secretary