

P99000034917

SCHOLARSHIP.COM, INC.
805 CYPRESS BLVD., SUITE 501
POMPANO BEACH, FL 33069
TELEPHONE: 954-974-6557
FAX: 954-977-4419

July 26, 2002

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

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--08/05/02--01042--003
*****35.00 *****35.00

RE: Certificate of Amendment to Articles of Incorporation of Scholarship.com, Inc.,
P99000034917

Dear Sir/Madam,

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

Please be advised of our new address.

Old Address: 2805 E. Oakland Park Blvd., PMB 249
Ft. Lauderdale, FL 33306

New Address: 805 Cypress Blvd, Suite 501
Pompano Beach, FL 33069

02 AUG -5 AM 10:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Thank you,

Starlett Kline

Starlett Kline
Secretary of Corporation

8/9/02
Amend + PIC
SK

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

FILED
02 AUG -5 AM 10:10
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 July 20, 2002, the Corporation resolved to amend Article I and Article III of its Articles of Incorporation, as follows:

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

ARTICLE I - NAME

“The name, Scholarship.com, Inc. is changed to Scholarship World, Inc.”

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred million (500,000,000) shares of non-voting having a \$.0001 par value per share and one hundred (100) shares of voting having a \$.0001 par value per share.

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 100 (100) shares. The amendment was approved by a vote of fifty-five (55) shares equaling 55% of all shares entitled to vote.

Dated: July 20, 2002



Martin J. Ehrlich, President

Dated: July 20, 2002



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