

P99000043535

SALLY J. KIRCHER, P.A.

Attorney at Law

One Independent Drive, Suite 3303, Jacksonville, Florida 32202-5027

Telephone: (904) 356-6101
Facsimile: (904) 356-6116
Email: skircher@cybermax.net

Admitted in Florida (No. 777943)
and Ohio (No. 0018510)

August 24, 1999

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

700002369777-1
-08/25/99-01068-003
*****43.75 *****43.75

Dear Sir:

Enclosed are Articles of Amendment for Polamex Incorporated as well as a check, made payable to the Secretary of State, in the amount of \$43.75 to cover the cost of filing these Articles of Amendment and securing a certified copy of the Amendment. Please return the certified copy to me in the enclosed, self-addressed Priority Mail envelope. Please call if you have any questions.

Thank you for your cooperation in this matter.

Sincerely,

Sally J. Kircher
Sally J. Kircher

NC Amend
8-31-99
PTS

FILED
99 AUG 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
POLAMEX, INCORPORATED

Pursuant to Florida Statutes 607.1005, the Articles of Incorporation of the abovenamed corporation are amended as follows:

1. Article One, Name, is hereby amended to read as follows:

ARTICLE I

NAME

The name of this Corporation is Saveweb.com, Incorporated.

2. Article Three, Capital Stock, is hereby amended to read as follows:

ARTICLE THREE - CAPITAL STOCK

The corporation is authorized to issue a total of 1,000,000 shares of common stock and 1,000,000 shares of preferred stock, all at no par value.

- A. The Board of Directors is authorized to issue both classes of stock and to set the value of the stock at the time it is issued.
- B. Except as otherwise provided in these articles or the Bylaws of this corporation or as otherwise required by law, the holders of the common shares of voting stock shall have exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings.
- C. The board of directors may declare, out of any funds legally available therefor, dividends, in addition to any dividends due and owing to owners of preferred stock, but such additional dividends shall be made equally, share for share, to all outstanding shares, including all series of preferred stock, all common voting stock and all common non-voting stock.
- D. All preferred shares shall be of equal rank and identical, except in the particulars that may be fixed by the board of directors as provided in this Article. Each share of each series shall be identical in all respects with the other shares of the series, except as to the date from which dividends shall cumulate. The board of directors is authorized and required to fix, in the manner and to the full extent permitted by law, all provisions of the shares of each series not otherwise set forth in these Articles as long as no provision is inconsistent with the provisions of this Article. The board of directors shall fix:

FILED
99 AUG 25 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- (1) The distinctive designation of each series and the number of shares that constitutes each series; provided, the number of shares may be increased (except where otherwise provided by the board of directors in its resolution creating the series) or decreased (but not below the number of shares of the series then outstanding) from time to time by resolution of the board of directors.
- (2) The annual rate of dividends payable on the shares of all series, as well as the date from which dividends shall be cumulative on all shares of any series issued before the record date for the first dividend on shares of the series, and the dividend rights applicable to the shares of all series. Provided, however, that no dividend shall be paid on, or declared or set apart for, any share of preferred shares for any quarterly dividend period unless at the same time a like proportionate dividend for the same quarterly dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid on, or declared and set apart for, all preferred shares of all series then issued and outstanding and entitled to receive the dividend.
- (3) The redemption price or prices, if any, for the shares of each, any, or all series.
- (4) The obligation, if any, of the corporation to maintain a sinking fund for the periodic redemption of shares of any series and to apply the sinking fund to the redemption of the shares.
- (5) The amount payable on shares of each series in the event of any voluntary liquidation, dissolution, or winding up of the affairs of the corporation.
- (6) The rights, if any, of the holders of shares of each series to convert the shares into common shares and the terms and conditions of the conversion.
- (7) Any voting rights in matters other than those for which voting rights are specifically provided in this article and any other preferences, relative, participating, optional, or other special rights, and qualifications, limitations, or restrictions on the shares.

E. If at any time six or more quarterly dividends, whether or not consecutive, on the preferred shares shall be in default, in whole or in part, the holders of the preferred shares as a class shall be entitled to elect the smallest number of directors that will constitute a majority of the board of directors, and the holders of the common shares of voting stock as a class shall be entitled to elect the remaining directors. The voting rights shall continue until all dividends accrued on the preferred shares shall have been paid or set apart for payment, at which time the entire voting power shall revert to the holders of the common shares of voting stock and shall continue in them until a like default in payment

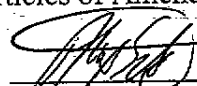
recurs.

- F. In case of a default in payment as described in Article Three (e), the president may, and the secretary of the corporation on request of the record holders of at least 10 percent of the preferred shares outstanding, addressed to the Secretary at the principal office of the corporation, forthwith must, call a special meeting of preferred shareholders and common voting stock shareholders for the election of directors to be held at the place and on the notice provided in the bylaws for the holding of annual meetings. On failure of the secretary to call the meeting within ten days after personal delivery to him of the request to do so, or within fifteen days after the request is mailed by registered or certified mail within the United States, the record holders of at least 10 percent of the preferred shares outstanding may in writing designate one of their number to call the meeting. The person so designated shall forthwith call the special meeting at the place and on the notice provided above, and for that purpose shall have access to the stock books and shareholder lists of the corporation. At the meeting, and at any annual meeting held while the preferred shareholders have the voting power described herein, the holders of a majority of the preferred shares outstanding, present in person or by proxy, shall constitute a quorum for the election of directors. On election by the preferred shareholders of the number of directors that they are entitled to elect, the terms of office of all directors serving at the time of the meeting shall terminate. Should the holders of the common voting shares fail at the meeting to elect the number of directors that they are entitled to elect, the vacancies created shall be filled by election of the directors elected by the preferred shareholders. When the preferred shares are divested of their voting rights, the terms of office of all directors shall terminate on election of their successors by the holders of the common voting shares.

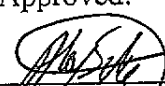
II. The foregoing amendment was adopted by the shareholders on August 23, 1999.

III. One Hundred Percent (100%) of the issued and outstanding shares of stock in the corporation were voted in favor the Amendment at the August 23, 1999 meeting which was sufficient for approval.

In Witness Whereof, the undersigned has executed these Articles of Amendment this 23rd day of August, 1999.


Alex Szlegi, Secretary
Polamex, Incorporated

Approved:


Alex Szlegi, President
Polamex, Incorporated

State of Florida)
)SS:
County of Duval)

The foregoing Articles of Amendment were sworn and subscribed to before me this
23rd day of August, 1999 by Alex Szlegr who personally appeared before me. Alex
Szlegr is personally known to me or has produced DJ# 5426-015-22-092-0 as
identification.

Sue B. Jones
Notary Public, State of Florida
My Commission Number is:
My Commission expires:

SUE B. JONES
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Mar. 22, 2000
Commission No. CC 534956