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BASIC AMENDMENT

ECOMVENTURES, INC.

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Gunster, Yoakley, Valdes-Fauli & Stewart, P.A. Attorneys at law Broward financial centre building, suite 1400 500 East Broward Boulevard Fort Lauderdale, Florida 33394-3002 P.O. BOX 14636 FORT LAUDERDALE, FLORIDA 33302-4636

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| MESSAGE: | Please see revised Articles J. amendment per your letter J. today. |

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 21, 1999

ECOMVENTURES, INC. 5420 N LYONS ROAD #308 COCONUT CREEK, FL 33063

SUBJECT: ECOMVENTURES, INC.

REF: P99000046459

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Karen Gibson Corporate Specialist FAX Aud. #: #99000012352 Letter Number: 799A00028286 .

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ECOMVENTURES, INC.

Pursuant to the provisions of Section 607.1006, Florida Business Corporation Law, ECOMVENTURES, INC., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

Article I of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE I. Name

The name of this corporation is: EARTH-COMMERCE, INC.

This Amendment was approved by the Incorporator of the Corporation. Shareholder approval was not necessary, therefore, Incorporator approval is sufficient for these Articles of Amendment. This Amendment was adopted this 21st day of May, 1999.

Dated: May 21, 1999

Mark A. Albright, Incorporator

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Mark A. Albright, Esq. FL Bar No. 125318 Gunster, Yoakley, Valdes-Fauli & Stewart, P.A. 500 E. Broward Blvd., Ste. 1400 Ft. Lauderdale, FL 33394 (954) 462-2000

