

P 99000052567

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

Oct. 19, 1999

400003024274--3
-10/25/99--01121--010
*****35.00 *****35.00

Re: STUDENTGO, INC.

Ladies/Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of STUDENTGO, INC., together with one copy of same and my check in the amount of \$35.00. Please file the Amendment.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,

Russell P. Gentile
RUSSELL P. GENTILE
6755 S. Tropical Trail
Merritt Island, FL 32952
home (407) 459-0856

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 25 AM 10:56

Amend
HFS 11-4-99

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
STUDENTGO, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 25 AM 10:56

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Article VIII shall remove Rachel Spinka of 1660 N. E. 191st St., Apt. 415, North Miami Beach, Florida 33179 as a director.

Article XVI shall remove three hundred thirty thousand (330,000) shares to Rachel Spinka and those shares shall go to OgdenGentile Enterprises. This shall give OgdenGentile Enterprises a total of one million (1,000,000) shares.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: The shares of stock were not issued as of the date of this amendment and therefore an exchange, reclassification or cancellation is not necessary

THIRD: The date of each amendment's adoption: October 1st, 1999.

FOURTH: Adoption of Amendments (check one)

 X The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

 The amendments were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendments:

"The number of votes cast for the amendments were sufficient for approval by N/A".

 The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

 The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 19th day of October, 1999.

Signature Russell P. Gentile
(By the President that was adopted by the shareholders)

RUSSELL P. GENTILE / Title - President