

AUTHORIZATION

COST LIMIT

900003125449

ORDER DATE: February 4, 2000

ORDER TIME: 9:44 AM

ORDER NO. : 576847-005

CUSTOMER NO: 4372512

CUSTOMER: Gregg E. Jaclin, Esq

Richard I. Anslow & Associates

Freehold Executive Center

4400 Route 9 South, 2nd Floor,

Freehold, NJ 07728

DOMESTIC AMENDMENT FILING

NAME: HIPSTYLE.COM, INC.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

DEPARTMENT OF COPT

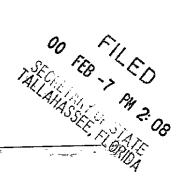
CERTIFICATE OF GOOD STANDING

AGNOVED TO STAND THE STAND

CONTACT PERSON: Jeanine Reynolds

EXAMINERY SLININGERS:

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



HIPSTYLE, COM, INC.

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

FIRST: Amendment adopted (indicate articles number being amended, added or deleted)

ARTICLE V, CAPITAL STOCK IS AMENDED TO READ AS FOLLOWS:

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME ONE TIME IS 100,000,000 SHARES OF COMMON STOCK AT .0001 PAR VALUE

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provision for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 4, 2000

FOURTH: Adoption of Amendment:

The amendment(s) was/were approved by the share cast for the amendment(s) was/were sufficient for approva	eholders. The number of votes
The amendment(s) was/were approved by the share the following statements must be separately provided for the separately on the amendment(s): "The number of votes case for the amend approval by	dment(s) was/were sufficient for
The amendment(s) was/were adopted by the Board of action and shareholder action was not required.	of Directors without shareholders
The amendment(s) was/were adopted by the incorporand shareholder action was not required.	rators without shareholder action

Signed this 4th day of January, 2000

Signature: Revecca L. Brock President

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors

OR

(By an incorporator of adopted by the incorporators

REBECCA BROCK
Typed or printed name

PRESIDENT Title