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BASIC AMENDMENT

ISHOP.SECURE.COM, INC.

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Page Count	03
Estimated Charge	\$52.50

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ISHOP.SECURE.COM, INC.**

The undersigned, Joseph A. McDonnell, President and a member of the board of directors of Ishop.Secure.com, Inc., a Florida corporation, organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is Ishop.Secure.com, Inc., document number P99000063821.

2. The following provisions of the Articles of Incorporation of the Corporation are amended in the following particular:

Article First is deleted and replaced with the following:

ARTICLE I - CORPORATE NAME

The name of the Corporation is iShopSecure, Inc.

Article Four is deleted and replaced with the following:

Article IV- CAPITALIZATION

The aggregate number of shares of all classes of capital stock which the Company shall have the authority to issue is 20,000,000 shares of common stock, no par value per share.

3. The foregoing Amendment was adopted on November 6, 2000, by unanimous written consent of the Corporation's Board of Directors pursuant to Section 607.0821 of the Florida Statutes and was approved by the majority of the shareholders of the Corporation by written consent pursuant to Section 607.0704 of the Florida Statutes, representing the number of votes cast by the shareholders for the Amendment sufficient for approval by the shareholders.

4. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

THIS DOCUMENT PREPARED BY:
JOSEPH I. EMAS, ESQUIRE
Florida Bar No. 0004952
Broad and Cassel
201 S. Biscayne Boulevard, Suite 3000
Miami, Florida 33131
(305) 373-9400

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IN WITNESS WHEREOF, the undersigned President and member of the board of directors of the Corporation has executed these Articles of Amendment this 6th day of November, 2000.

Ishop.Secure.com, Inc. a Florida
corporation

By. 

Joseph A. McDonnell, President

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