

JUL-02-2001 12:26

P.01/02  
10501012

P99000063821

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000077916 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : BROAD AND CASSEL - MIAMI  
Account Number : I19990000191  
Phone : (305) 373-9400  
Fax Number : (305) 373-9443

FILED  
01 JUL -2 PM 4:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
01 JUL -2 PM 12:43  
DIVISION OF CORPORATIONS

BASIC AMENDMENT

ISHOPSECURE, INC.

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$52.50

AMEND  
7/2/01  
7/2/01

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

H010000779164

**FILED**

01 JUL -2 PM 4:15  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

The undersigned, Joseph A. McDonnell, Chairman of the Board and Chief Executive Officer of iShopSecure, Inc., a Florida corporation (the "Corporation"), organized and existing under and by virtue of the Florida Business Corporation Act (the "FBCA"), does hereby certify:

1. The name of the Corporation is iShopSecure, Inc.; the document number of the Corporation is P99000063821.

2. The following provision of the Articles of Incorporation of the Corporation, as amended (the "Articles"), is hereby amended as follows:

The first paragraph of Article IV of the Articles is deleted and replaced with the following:

The Corporation is authorized to issue two classes of capital stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock authorized to be issued is Twenty Million (20,000,000) shares. Eighteen Million Six Hundred Fifty Five Thousand Nine Hundred Fourteen (18,655,914) shares shall be Common Stock, no par value per share, and One Million Three Hundred Forty Four Thousand Eighty Six (1,344,086) shares shall be Preferred Stock, par value \$0.001 per share, all of which shall be designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock").

3. The foregoing Amendment was adopted on April 24, 2001 by unanimous written consent of the Corporation's Board of Directors pursuant to Section 607.0821 of the FBCA and was approved by the holders of a majority of the Series A Convertible Preferred Stock of the Corporation and the holders of a majority of the Common Stock of the Corporation by written consent pursuant to Section 607.0704 of the FBCA, representing the number of votes cast for the Amendment sufficient for approval by the shareholders of the Corporation.

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

**IN WITNESS WHEREOF**, the undersigned Chairman of the Board and Chief Executive Officer the Corporation has executed these Articles of Amendment to Articles of Incorporation this 25th day of April, 2000.

ISHOPSECURE, INC., a Florida corporation

By: 

Joseph A. McDonnell, Chairman of the Board  
and Chief Executive Officer

H010000779164