

P99000063821

CT CORPORATION

CORPORATION(S) NAME

iShopSecure, Inc.

FILED
2002 APR -9 PM 1:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

<input type="checkbox"/> Profit	<input checked="" type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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4/9/02

Order#: 5259306

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Ref#: *****35.00 *****35.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulllette APR 09 2002

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

FILED
2002 APR -9 PM 1:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

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

II. The introductory paragraph of Article IV of the Articles of Incorporation of the Corporation is deleted and replaced with the following:

"Article IV- CAPITALIZATION

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 sixty million, three hundred forty-four thousand, eighty-six (60,344,086) shares. Fifty million (50,000,000) shares shall be Common Stock, no par value per share, and ten million, three hundred forty-four thousand, eighty-six (10,344,086) shares shall be Preferred Stock, par value \$0.001 per share, 1,344,086 of which shall be designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock") and 9,000,000 of which shall be designated as "Series B Convertible Preferred Stock" (the "Series B Preferred Stock")."

III. The foregoing Amendment was adopted on March 14, 2002, 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.

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

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned President and member of the board of directors of the Corporation has executed these Articles of Amendment as of this 27th day of March 2002.

ISHOPSECURE, INC., a Florida corporation

By: 

Joseph A. McDonnell, President