

C. WILLIAM CURTIS, III
ATTORNEY AT LAW

1930 SAN MARCO BOULEVARD, SUITE 202
JACKSONVILLE, FLORIDA 32207
TELEPHONE: (904) 346-0140
FACSIMILE: (904) 346-3933
E-MAIL: CWCIII@ABANET.ORG

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August 9, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

Re: TheGreen.Com, Inc.

To Whom It May Concern:

Enclosed is an original and one copy of Articles of Amendment to Amended and Restated Articles of Incorporation of TheGreen.Com, Inc., and a check for \$43.75 to cover the fees for filing the Articles of Amendment and obtaining a certified copy of same. Please file the Articles of Amendment effective as of August 7, 2000, file stamp the copy of the Articles of Amendment, and return the certified copy to me in the enclosed envelope as soon as possible.

Very truly yours,

Bill Curtis 

C. William Curtis, III

Enclosures

EA\OFFICE\WPWIN\WPDOCS\thegreen.com\Correspondence\DOSLtr-08-09-2000.wpd

FILED
00 AUG 10 AM 7:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T BROWN AUG 21 2000

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THEGREEN.COM, INC.**

FILED
00 AUG 10 AM 7:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Under the provisions of F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: The first sentence of Article VI is amended to read as follows: The total number of shares of all classes of stock that the Corporation shall have authority to issue is 5,000,000 shares of common stock, \$.01 par value per share ("Common Stock").

The effective date of the amendment's adoption: August 7, 2000.

SECOND: Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed on August 7, 2000.



Alberto I. Lowinger
President