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Phone : (954) 468-1355
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BASIC AMENDMENT

LIFEFILES.COM, INC.

Certificate of Status	0
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Page Count	02
Estimated Charge	\$35.00

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TALLAHASSEE, FLORIDA

Amendment

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LIFEFILES.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Business Corporation Law, LifeFiles.com, Inc., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Article V of the Corporation's Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE V

1. The number of shares which this Corporation shall have authority to issue is Fifty Million (50,000,000) shares of common stock with a par value of \$.01 per share and Twenty Million (20,000,000) shares of Preferred Stock with a par value of \$.001 per share.

2. The Preferred Stock may be issued from time to time in one or more series.

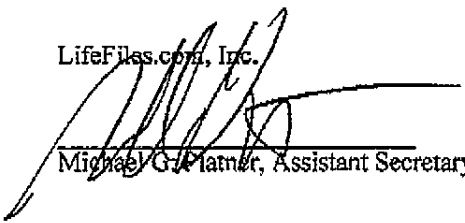
3. The Board of Directors is hereby authorized to fix or alter the designations, preferences, and relative, participating, optional, or other special rights and qualifications, limitations or restrictions of such Preferred Stock, including without limitation, dividend rights, dividend rates, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices and liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

2. -- This Amendment was approved by the Shareholders at a special meeting of the Shareholders duly called and validly held for this purpose on October 10, 1999. The number of votes cast for the Amendment was sufficient for approval.

3. This Amendment shall be effective on the date of filing.

IN WITNESS WHEREOF, the Corporation has caused the foregoing Articles of Amendment to the Articles of Incorporation to be signed as of October 10, 1999.

LifeFiles.com, Inc.


Michael G. Platter, Assistant Secretary