

P99000069648

Mattlin & McClosky

FRED W. MATTLIN
GREGG W. McCLOSKEY
RONALD E. D'ANNA
STEVEN G. SCHWARTZ
MICHAEL J. IOANNOU
GORDON A. DIETERLE

LAW OFFICES
2300 GLADES ROAD
SUITE 400, EAST TOWER
BOCA RATON, FLORIDA 33431
TELEPHONE 561/368-9200
FACSIMILE 561/395-7050

LISA BISAGNI
DAVID J. PASCUZZI
EDWARD S. HAMMEL
GARY W. KOVACS
ROBERT S. HORWITZ
BILL J. IOANNOU

March 21, 2000

800003182048--5
-03/23/00--01112--001
*****35.00 *****35.00

Secretary of State
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment to the Second Amended and Restated Articles of Incorporation of Sweepsclub.com, Inc.

Dear Sir/Madam:

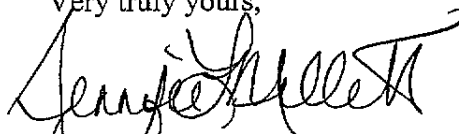
Enclosed please find an original and one copy of the Amendment to the Second Amended and Restated Articles of Incorporation of Sweepsclub.com, Inc..

I have enclosed a check in the amount of \$35.00 for the fee for filing this amendment.

Also enclosed is a self-addressed stamped envelope for the return of the stamped copy.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Jennifer L. Millett
Legal Assistant

JLM/ph
Enclosure

H:\LIBRARY\99175001\LETTERS\SECSTATE-am.JLM

FILED
00 APR 25 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
T. LEWIS APR 25 2000

Mattlin & McClosky

LAW OFFICES

2300 GLADES ROAD

SUITE 400, EAST TOWER

BOCA RATON, FLORIDA 33431

TELEPHONE 561/368-9200

FACSIMILE 561/395-7050

FRED W. MATTLIN
GREGG W. McCLOSKEY
RONALD E. D'ANNA
STEVEN G. SCHWARTZ
MICHAEL J. IOANNOU
GORDON A. DIETERLE

LISA BISAGNI
DAVID J. PASCUZZI
EDWARD S. HAMMEL
GARY W. KOVACS
ROBERT S. HORWITZ
BILL J. IOANNOU

April 20, 2000

Secretary of State
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amendment to the Second Amended and Restated Articles of Incorporation of Sweepsclub.com, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Amendment to the Second Amended and Restated Articles of Incorporation of Sweepsclub.com, Inc.. This document has been revised to reflect the changes suggested in your correspondence of April 3, 2000 (copy enclosed). Our firm check in the amount of \$35.00 was not returned with the document, so I assume that you have it in your files.

Also enclosed is a self-addressed stamped envelope for the return of the stamped copy of the Amendment..

If you have any questions, please do not hesitate to contact me. Thank you for your kind assistance.

Very truly yours,



Jennifer L. Millett
Legal Assistant

RECEIVED
00 APR 25 AM 10:26
DIVISION OF CORPORATIONS

JLM/ph
Enclosure
H:\LIBRARY\99175001\LETTERS\SECSTATE-am2.JLM



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 3, 2000

JENNIFER L. MILLETT, LEGAL ASSISTANT
MATTLIN & MCCLOSKEY, P.A.
2300 GLADES ROAD, SUITE 400, EAST TOWER
BOCA RATON, FL 33431

SUBJECT: SWEEPSCLUB.COM, INC.
Ref. Number: P99000069648

We have received your document for SWEEPSCLUB.COM, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document. *(Please see next to last \$.)*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 400A00018068

**AMENDMENT TO THE SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SWEEPSCLUB.COM, INC.**

FILED
00 APR 25 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Second Amended and Restated Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 10th day of March, 2000, and assigned Document Number P99000069648, are hereby supplemented pursuant to a written consent in lieu of meeting executed by all of the Corporation's Directors on the 10th day of ~~March~~ *April*, 2000, as follows:

ITEM 1

III. 5. B. 14. Registered Office and Registered Agent is deleted in its entirety and the following shall be substituted in lieu thereof:

14. Registered Office and Registered Agent. The correct street address of the registered office of the corporation is: Mattlin & McClosky, 2300 Glades Road, Suite 400 East Tower, Boca Raton, Florida 33431 and the correct name of the registered agent of the corporation at that address is: Steven G. Schwartz, Esquire per Statement of Change of Registered Office and Agent filed December 1, 1999 (copy attached).

ITEM 2

III. 5. B. 16. Severability of Provisions is deleted in its entirety and the following shall be substituted in lieu thereof:

18. Severability of Provisions. If any right, preference or limitation of the Series A Preferred Stock set forth in these Restated Articles (as such Restated Articles may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights preferences and limitations set forth in this Resolution (as so amended) which can be given effect without implicating the invalid, unlawful or unenforceable right preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other right, preference or limitation unless so expressed herein.

This Amendment to the Second Amended and Restated Articles of Incorporation was adopted by the directors on the 10th day of April, 2000 and contains only corrections to the Second Amended and Restated Articles of Incorporation and no matters which require shareholder approval.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Second Amended and Restated Articles of Incorporation this 10th day of April, 2000.

By: _____

Richard Kaufman, as President

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,
the undersigned corporation organized under the laws of the State of Florida
submits the following statement in order to change its registered office or registered agent, or both, in
the State of Florida.

1. The name of the corporation is: Sweepsclub.com, Inc.

2. The mailing address of the corporation is: 21301 Powerline Road, Suite 304
Boca Raton, Florida 33433

3. Date of incorporation/qualification: 08-05-1999 Document number: P99000069648

4. The name and address of the current registered agent and office:

Filings, Inc.

3732 NW 16th Street

Ft. Lauderdale, Florida 33311-4132

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Steven G. Schwartz, Mattlin & McGlosky

2300 Glades Road, Suite 400 East Tower

Boca Raton, Florida 33431

FILED
99 DEC 20 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered
agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so
authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

12/16/99
(Date)

Richard Kaufman, Director

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated
corporation, I hereby accept the appointment as registered agent and agree to act in this capacity.
I further agree to comply with the provisions of all statutes relative to the proper and complete
performance of my duties, and I am familiar with and accept the obligation of my position as
registered agent.

(Signature of Registered Agent)

12/1/99
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

*** FILING FEE: \$35.00 ***

CR2E045(7/97)

DIVISION OF CORPORATIONS

P.O. Box 6327

TALLAHASSEE, FL 32314