

MAY 25 '00 12:18 TO-18509224000

FROM-MATTLIN & MCCLOSKEY

T-109 P.01/03 F-884

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P99000069648

Florida Department of State
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BASIC AMENDMENT

SWEEPSCLUB.COM, INC.

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00 MAY 25 PM 12:54
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MAY 25 '00 12:18 TO-18509224000

FROM-MATTLIN & McCLOSKEY

T-109 P.02/03 F-884



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 24, 2000

SWEEPSCLUB.COM, INC.
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000028033
Letter Number: 300A00029576

Division of Corporations - P.O. BOX 6827 Tallahassee, Florida 32314

H000000280339

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

The Third Amended and Restated Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 17th day of May, 2000, are hereby amended pursuant to a written consent in lieu of meeting executed by all of the Corporation's Directors on the 25th day of May, 2000, as follows:

ITEM 1

Article III, Section 5, Capital Stock is hereby deleted up to Article III, Section 5A, Common Stock, and replaced with the following:

5. Capital Stock. The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 21,000,000 shares, consisting of (i) 20,000,000 shares of common stock, \$.0001 par value per share; and (ii) 1,000,000 Series A Convertible Preferred Stock, \$.0001 par value per share (the "Series A Preferred Stock"). The designation, powers, preferences and relative participating, optional or other special rights and the qualifications, limitations and restrictions thereof in respect of each class of capital stock of the Corporation are as follows:

This First Amendment to the Third Amended and Restated Articles of Incorporation was adopted by the directors on the 25th day of May, 2000.

IN WITNESS WHEREOF, the undersigned has executed this First Amendment to the Third Amended and Restated Articles of Incorporation this 25th day of May, 2000.

By:


Richard Kaufman, as Director

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