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**BASIC AMENDMENT**

**SWEEPSCLUB.COM, INC.**

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AMEND

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

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TALLAHASSEE, FLORIDA

The Third Amended and Restated Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 17<sup>th</sup> day of May, 2000, as amended pursuant to the First Amendment to the Third Amended and Restated Articles of Incorporation of the Corporation, filed with the Department of State on the 25<sup>th</sup> day of May, 2000, are hereby amended pursuant to a written consent in lieu of a meeting executed by all of the Corporation's Directors on the 14 day of July, 2000, and by written consent of a majority of the shareholders and the number of votes cast was sufficient for approval.

**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 21,500,000 shares, consisting of (i) 20,000,000 shares of common stock, \$.0001 par value per share; and (ii) 1,500,000 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:

**ITEM 2**

Article III, Section 5B, Series A Preferred Stock, Subsection 1, Designation, is hereby deleted and replaced with the following:

1. Designation. The designation of such series is "Series A Convertible Preferred Stock" (hereinafter in these Restated Articles called the Series A Preferred Stock") and the number of shares constituting such series shall be one million five hundred thousand (1,500,000).

This Second Amendment to the Third Amended and Restated Articles of Incorporation was adopted by the directors on the 14<sup>th</sup> day of July, 2000.

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IN WITNESS WHEREOF, the undersigned has executed this Second Amendment to the Third Amended and Restated Articles of Incorporation this 14<sup>th</sup> day of July, 2000.

By: 

Richard Kaufman, as Director and President

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