



P99000077796

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Ecomparar Network, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 4, 2000

CORPORATE ACCESS, INC.

TALLAHASSEE, FL

SUBJECT: ECOMPRAR NETWORK, INC.
Ref. Number: P99000077796

*corrected
12/11/00*

We have received your document for ECOMPRAR NETWORK, 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):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

We do not consider chief financial officer as an official corporate officer.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 500A00061210

RECEIVED
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2000 DEC 11 AM 10:03
TO: CHIEF OF BUREAU
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ECOMPRAR NETWORK, INC.

FILED
00 DEC 11 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is eComprar Network, Inc.
2. The following amendments to the articles of incorporation were adopted and approved by the board of directors and the shareholders on December 6, 2000. The number of votes cast for the amendment by the directors and the shareholders were sufficient for approval.
 - I. Article III of the original articles of incorporation shall be deleted and replaced with the following:

ARTICLE III

- A. To the greatest extent permitted under law, the Board of Directors, without the need for Shareholder approval, shall have the authority to take action or inaction with respect to the securities of the Corporation, including issuance, authorization, and cancellation.
- B. The capital stock of the Corporation shall consist of a total of 150,000,000 shares of Common Stock separated into two classes of Common Stock, as follows:

A total of 100,000,000 shares of Class A Common Stock, par value \$.0001 per share, which shall have the normal rights and preferences, including voting, for Common Stock as set forth under law.

A total of 50,000,000 shares of Class B Common Stock, par value \$.0001 per share, which shall also have the normal rights and preferences, for Common Stock as set forth under law, except such Class shall be non-voting.

- C. In addition, the Corporation shall have the right to issue a total of 50,000,000 shares of Preferred Stock, par value \$.0001, as follows:

The Preferred Stock shall be issuable, in the discretion of the Board of Directors, in one or more series, to be designated also in the discretion of the Board of Directors. Further, besides establishing the series, the Board shall, in its discretion, have the right to fix the number of shares in such series, and the preference, rights, and restrictions which apply, including, without limitation, any voting rights, dividend rights, liquidation rights, conversation rights, transfer rights, and redemption rights, all to the fullest extent permitted by law.

II. Article XIV shall be added to the articles of incorporation:

Special meetings of the shareholders of the Corporation may be called only by the Board of Directors, Chief Executive Officer, President, Secretary or the holders of not less than one-fifth (1/5) of all the shares entitled to vote at the meeting.

Signed this 6th day of December, 2000.



Jeffrey D. Chandler,
Chief Executive Officer