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BASIC AMENDMENT
RITMOTCA.COM, INC.

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
RITMOTECA.COM, INC.

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SECRETARY OF STATE
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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned, being the President of Ritmoteca.com, Inc., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P99000078796, does hereby certify:

FIRST: Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) fifty million (50,000,000) shares of common stock, par value \$.0001 per share, and (ii) five million (5,000,000) shares of Preferred Stock having a par value of \$.0001 per share.

Classes and series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such classes of Common Stock as adopted by the Board of Directors.

THIRD: The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to a Written Consent of all of the Board of Directors of the Corporation and by a majority of the Shareholders of the Common Stock of the Corporation dated November 1, 1999, acting by Written Consent pursuant to Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of November 1, 1999.

RITMOTECA.COM, INC.

By: 

Ivan J. Parron, President and Director

Matthew W. Millor, Esq., Florida Bar No. 0121398
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