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BASIC AMENDMENT

AFFINITY.COM, INC.

Certificate of Status	0
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Amendment
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AFFINITY.COM, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

AFFINITY.COM, INC.

2. The Articles of Incorporation are hereby amended by deleting Article IV in its entirety and substituting therefor the following:

"ARTICLE IV

Address

The principal office and mailing address for the corporation is 11905 W. Sample Road, Coral Springs, Florida 33065."

3. The Articles of Incorporation are hereby further amended by deleting Article VIII in its entirety and substituting therefor the following:

"ARTICLE VIII

Board of Directors and Officers

The names and addresses of the directors and officers of the corporation, to serve until the successor of each shall be duly elected and shall qualify, are hereby changed to the following:

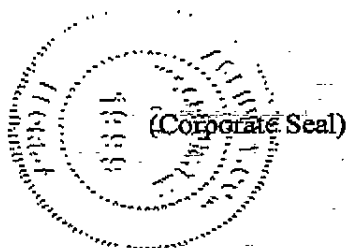
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Name and Address	Title
Jeffrey Farber 11905 W. Sample Road Coral Springs, FL 33065	Director and President
Jeremy Farber 11905 W. Sample Road Coral Springs, FL 33065	Director and Vice President
Renee Carisio-Farber 11905 W. Sample Road Coral Springs, FL 33065	Director and Secretary- Treasurer

4. The foregoing Amendment was adopted by all of the shareholders and directors of the corporation on August 31, 2000, in the manner prescribed by Section 607.1006 of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 31 day of August, 2000.



AFFINITY.COM, INC.

By: Jeffrey Farber
Jeffrey Farber,
President

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