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BASIC AMENDMENT

BUYERMART.COM, INC.

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CARLTON FIELDS

ATTORNEYS AT LAW

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Date:	November 10, 1999	Phone Number	Fax Number
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November 10, 1999

CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.

TAMPA ORLANDO PENSACOLA TALLAHASSEE WEST PALM BEACH ST. PETERSBURG MIAMI

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BUYERMART.COM, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, BuyerMart.com, Inc., a Florida corporation (the "Corporation"), adopts the following Articles of Amendments to its Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is BuyerMart.com, Inc.

ARTICLE II
Amendment

The text of the amendment to the Corporation's Articles of Incorporation is:

"ARTICLE II
Initial Principal Office and Mailing Address

The Corporation's initial principal office and mailing address is c/o David P. Burke, One Harbour Place, Suite 500, Tampa, Florida 33602."

ARTICLE III
Date of Adoption

The amendment was adopted on the 9th day of November 1999.

ARTICLE IV
Manner of Adoption

The amendment was adopted by the incorporator without shareholder action in accordance with Section 607.1002 of the Florida Business Corporation Act, shareholder action not being required by the Florida Business Corporation Act.

Dated this 10th day of November 1999.

By: 

David P. Burke, Incorporator

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David P. Burke, Esq.

Carlton Fields

P.O. Box 3239, Tampa, FL 33601

Ph: 813-223-7000; Fax: 813-229-4133

Fla. Bar No.: 350011

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