

August 17, 2001

CERTIFIED MAIL 7099 3400 0003 2092 5946

Ms. Thelma Lewis
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

Florida Institute of Certified Public Accountants

Alabama Society of Certified Public Accountants

American Institute of Certified Public Accountants

AICPA Private Companies Practice Section

> AICPA SEC Practice Section

Member, Polaris International

Pensacola

RE: ARTICLES OF AMENDMENT CHANGE IN AUTHORIZED SHARES & PAR VALUE FOR GROWADOT.COM, INC.

Dear Ms. Lewis:

000004543010--5 -08/20/01--01103--023 *****70.00 ******35.00

Enclosed are two (2) original signed Articles of Amendment to the Articles of Incorporation of GrowADot.Com, Inc. authorizing the change in the number of authorized shares and par value of the corporations stock. Also, enclosed is check #1326 for \$70.00.

If you have any questions about this filing, please contact the undersigned.

Please sign and date the enclosed copy of this letter and return in the envelope provided to acknowledge receipt of same.

Thank you for your prompt assistance in this matter.

Sincerely,

Manager

Ann V. McIntyre

Enclosures - as above

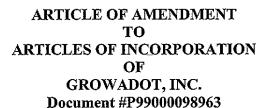
cc: Ms. Judy Odom

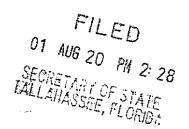
Received by:

Date

Signature

34 Walter Martin Road P.O. Box 848 Fort Walton Beach, Florida 32549-0848 (850) 243-6713 FAX: (850) 243-4137 3224 Executive Park Circle Mobile, Alabama 36606 (334) 471-3800 FAX: (334) 471-3834 _____ 501 West 19th Street P.O. Box 1100 Panama City, Florida 32402-1100 _____ (850) 769-9491 FAX: (850) 785-9590 900 North 12th Avenue P.O. Drawer 13207 Pensacola, Florida 32591-3207 (850) 435-8300 FAX: (850) 435-8352





Pursuant to the provisions of section 607-1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article III. - CAPITAL STOCK

Authorized shares is changed from One Hundred Thousand (100,000) to One Million (1,000,000) and par value is changed from One Dollar (\$1.00) to Ten Cents (\$1.0).

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provision for implementing the amendment if not contained in the amendment itself are as follows:

N/A

THIRD: The date of this amendment's adoption: December 20, 2000

FOURTH: Adoption of Amendment(s)

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of August, 2001.

Signature /

Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)