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BASIC AMENDMENT

BUY-REQUEST CORP.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

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AMEND
FRS
6/14.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BUY-REQUEST CORP.

I.

The name of the corporation is Buy-Request Corp. (hereinafter called the "Corporation").

II.

Article V of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE V - AUTHORIZED SHARES

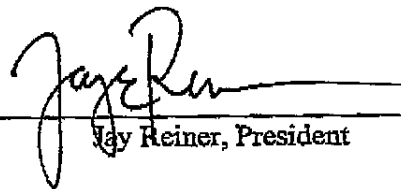
The corporation is authorized to issue 100,000,000 shares of common stock, par value \$.001 per share.

III.

This Amendment to the Articles of Incorporation was duly adopted by the Corporation effective as of June 12, 2000 pursuant to Section 607.1003 of the Florida Business Corporation Act by the unanimous written consent of the Board of Directors and by the written consent of a majority of the holders of the issued and outstanding shares of common stock of the Corporation. The number of votes cast in favor of the amendment by such holders of the Corporation's common stock was sufficient for approval.

IN WITNESS WHEREOF, Buy-Request Corp. has caused these Articles of Amendment to be executed on this 12th day of June 2000.

By: _____


Jay Reiner, President

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