

S72305

ONLINE HEARING DOT COM, CO.  
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FILED  
99 APR -6 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 5, 1999

\*\* by courier

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida  
U.S.A. 32399

700002830577-2  
-04/06/99--01044--005  
\*\*\*\*\*43.75 - \*\*\*\*\*43.75

Dear Sir:

Re: Amendment to the Articles of Incorporation of  
Auto Metreks Inc., A Florida Corporation ("The Company")

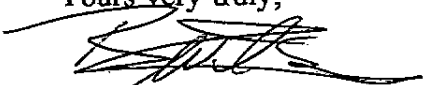
Enclosed for filing with your office is the original and one copy of the Articles of Amendment to the Articles of Incorporation of Auto Metreks, Inc., effecting a name change and reverse split.

Please return a certified copy of the filed Amendment to our corporate counsel, Mr. Gilbert L. McSwain, 300 S. Jackson Street, Suite 100, Denver, Colorado, 80209, telephone: 303-398-7067 and fax: 303-398-7001.

Enclosed is a cheque in the amount of \$43.75 representing payment of the \$35.00 filing fee and the \$8.75 fee for the certified copy.

If you need any additional information or assistance to enable you to file the Amendment and send the certified copy, please call me.

Yours very truly,

  
Bradley R. Wilson  
President

BRW:plc

c.c. Mr. Gilbert L. McSwain

*Amend E N/c*

VS APR 14 1999

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF  
AUTO METREKS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation.

FIRST, Article 1 of the Corporation's Articles of Incorporation is hereby amended to read as follows:

**"ARTICLE 1**

**Name**

The name of the Corporation shall be "Online Hearing Dot Com, Co.".

SECOND, The outstanding common stock of the Corporation ("Common Stock"), as of the Record Date hereinafter provided for, shall be adjusted and decreased in a reverse stock split so that each 30 shares of Common Stock outstanding as of the close of business on the Record Date shall become one share of Common Stock as of the close of business on the Record Date, subject to and in accordance with the following:

(1) No fractional shares will be issued or created in this stock split and each holder of shares of Common Stock as of the Record Date who would be entitled to a fractional share after dividing the number of shares held prior to the stock split by 30 shall be credited with and entitled to a full share in lieu of the fractional share;

(2) The Record Date for the reverse stock split authorized in this resolution shall be April 6, 1999;

(3) The authorized shares of \$.0001 par value Common Stock shall remain unchanged;

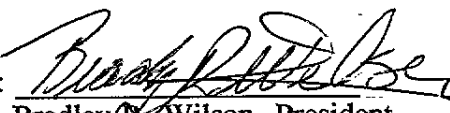
(4) The Amendment was adopted on April 5, 1999, and

(5) The Amendment was duly adopted unanimously by the Board of Directors and by the shareholders owning an excess of sixty-six percent of the outstanding voting stock of the corporation and such vote was sufficient for approval.

FURTHER RESOLVED, that the Board of Directors and the officers of the Corporation be and they hereby are authorized and directed to take all actions necessary and appropriate to complete the name change and reverse stock split which are the subject of this Resolution.

Executed as of the date set forth below.

Dated: April 5, 1999.

By:   
Bradley K. Wilson, President