

JACKSON L. MORRIS

Attorney at Law
Admitted in Florida, Georgia and The District of Columbia

January 19, 2000
By Priority U.S. Mail

998000105625

Division of Corporations
Department of State - Florida
P.O. Box 6227
Tallahassee, FL 32314

Re: 1 Global City.Com, Inc.
a for profit corporation

Dear Sir or Madam:

Enclosed please find two executed originals of Articles of Amendment to the Articles of Incorporation of the above-referenced for profit corporation and a client check for the filing fees in the amount of \$35. Please file the Articles and return one original showing the Division's filing stamp to the undersigned for the company records.

If you should have any questions, please do not hesitate to me collect.

Very truly yours,

Jackson L. Morris
Jackson L. Morris

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*****35.00 *****35.00

Enclosures

*998000105625-50-10-1-00
Amend
JLM*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
1 GLOBAL CITY.COM, INC.**

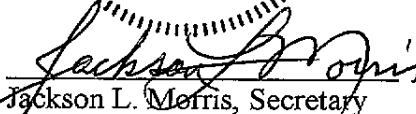
Pursuant to the provisions of §607.1003(6), Fla. Stat., the Florida Business Corporation Act, 1 Global City.Com, Inc. does hereby amend its Articles of Incorporation as follows:

1. The name of the corporation is **1 Global City.Com, Inc.**
2. This Amendment to the Articles of Incorporation was duly approved and adopted on January 14, 2000 by written consent of a majority of the stockholders as a whole, there being no class of stockholders entitled to vote hereon as a separate voting group, pursuant to §607.0726, Fla. Stat., by written consent without a meeting, pursuant to §607.0704, Fla. Stat., upon the recommendation of the board of directors on January 14, 2000 by written consent of all directors pursuant to §607.0821, Fla. Stat.
3. The total number of shares of common stock subscribed at the date hereof is 23,452,029 shares and the vote of such subscribed shares in favor hereof was 11,730,015 shares, being sufficient in all respects for approval hereof.
4. Article IV of the Articles of Incorporation, as amended, shall be and hereby is amended in its entirety, as follows:
 - (a) The authorized common stock of the Corporation shall be Fifty Million (50,000,000) Shares, all of one class, having a par value \$.001 per share.
 - (b) The authorized preferred stock of the Corporation shall be Ten Million (10,000,000) Shares, having, as determined by the board of directors, a par value, stated value, liquidation preferences and other preferences, dividend preference, voting rights, right to convert into other authorized securities of the Corporation, limitations and other features and relative rights and being issuable, as determined by the board of directors, in one or more classes or series within classes, each of which may be, as determined by the board of directors, to different from all others as to the features provided herein to be determined by the board of directors.

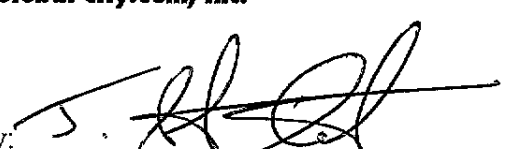
IN WITNESS WHEREOF, the undersigned, President of **1 Global City.Com, Inc.**, has executed the within Articles of Amendment this 14th day of January, 2000 and caused said Articles to be filed in the office of the Secretary of State for the State of Florida, effective upon the filing hereof.



ATTEST:


Jackson L. Morris, Secretary

1 Global City.Com, Inc.

By: 
J. Stuart Grant, President

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SECRETARY OF STATE
FLORIDA