

P96000081656

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ABLEAUCTIONS.COM, INC.

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December 18, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ABLEAUCTIONS.COM, INC.
1963 LOUGHEED HIGHWAY
COQUITLAM, BC V3K 3-T8

SUBJECT: ABLEAUCTIONS.COM, INC.
REF: P96000081656

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6892.

Tina Roberts
Regulatory Specialist II

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Letter Number: 708A00060898

P.O BOX 6327 - Tallahassee, Florida 32314

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**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ABLEAUCTIONS.COM, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, Ableauctions.com, Inc., a Florida profit corporation (the "Corporation"), adopts the following amendment to its Articles of Incorporation:

1. Article IV of the Articles of Incorporation of the Corporation is hereby amended to add the following paragraph:

Simultaneously with the effective date of this amendment (the "Effective Date") each share of the Corporation's Common Stock, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Date (the "Old Common Stock") shall automatically and without an action on the part of the holder thereof be reclassified as and changed into one-twelfth (1/12) of a share of the Corporation's Common Stock, par value equal to the par value of the Old Common Stock (the "New Common Stock"), subject to the treatment of fractional share interests as described below. Each holder of a certificate or certificates which immediately prior to the Effective Date represented outstanding shares of Old Common Stock (the "Old Certificates", whether one or more) shall be entitled to receive upon surrender of such Old Certificates to the Corporation's transfer agent for cancellation, a certificate or certificates (the "New Certificates", whether one or more) representing the number of whole shares of the New Common Stock into which and for which the shares of the Old Common Stock formerly represented by such Old Certificates so surrendered are reclassified under the terms hereof. From and after the Effective Date, Old Certificates shall represent only the right to receive New Certificates pursuant to the provisions hereof. Fractional share interests will be rounded up to a whole share. If more than one Old Certificate shall be surrendered at one time for the account of the same shareholder, the number of shares of New Common Stock for which New Certificates shall be issued shall be computed on the basis of the aggregate number of shares represented by the Old Certificates so surrendered. If any New Certificate is to be issued in a name other than that in which the Old Certificates surrendered for exchange are issued, the Old Certificates so surrendered shall be properly endorsed and otherwise in proper form for transfer, and the person or persons requesting such exchange shall affix any requisite stock transfer tax stamps to the Old Certificates surrendered, or provide funds for their purchase, or establish to the satisfaction of the transfer agent that such taxes are not payable. From and after the Effective Date the amount of capital represented by the shares of the New Common Stock into which and for which the shares of Old Common

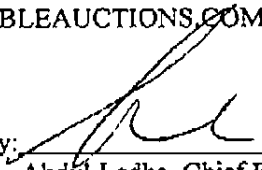
Stock are reclassified under the terms hereof shall be the same as the amount of capital represented by the shares of Old Common Stock so reclassified, until thereafter reduced or increased in accordance with applicable law.

2. The amendment was approved by the shareholders on December 17, 2008. The number of votes cast for the amendment by the shareholders was sufficient for approval.

3. The effective date of this filing is January 15, 2009.

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be hereunto affixed and this of Amendment of the Corporation's Articles of Incorporation, as amended, to be signed by Abdul Ladha, its Chief Executive Officer, this 18th day of December, 2008.

ABLEAUCTIONS.COM, INC.

By:  _____
Abdul Ladha, Chief Executive Officer