

Document Number Only

P96000081656

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

000002977150--8

-09/02/99--01065--009

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

CORPORATION(S) NAME

EFFECTIVE DATE

9/15/99

Amend

Ableau.com, Inc

Profit

NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

LLC

Limited Partnership

Annual Report

Other Filing

Reinstatement

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Change of R.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jeffrey Butterfield

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9/2

*200789, 00580, 02290, 00672



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 2, 1999

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: ABLEAUCTIONS.COM, INC.
Ref. Number: P96000081656

*amend in
pick up*

We have received your document for ABLEAUCTIONS.COM, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If shareholder approval was not required, a statement to that effect must be contained in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 799A00043920

*ATTN: ↑
Please Jack Date
Thanks*

RECEIVED
99 SEP -3 AM 11:03
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9/15/99

ARTICLES OF AMENDMENT
OF
ABLEAUCTIONS.COM, INC.

99 SEP -2 PM 1:29
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.10025 (2) of the Florida Business Corporation Act, ABLEAUCTIONS.COM, INC., a Florida corporation (the "Corporation"), DOES HEREBY CERTIFY AND ADOPT THESE ARTICLES OF AMENDMENT:

FIRST: The name of the Corporation is ABLEAUCTIONS.COM, INC.

SECOND: The Board of Directors of the Corporation, acting by consent in lieu of a special meeting, duly authorized and adopted this amendment to the Articles of Incorporation of the Corporation on August 24, 1999, pursuant to Section 607.10025 (2) of the Florida Business Corporation Act, to effect a combination of the Corporation's shares of common stock (the "Share Combination"), and written notice of the adoption of the amendment will be given as provided in Section 607.10025 (5) of the Florida Business Corporation Act to every shareholder entitled to such notice.

THIRD: This amendment to the Articles of Incorporation of the Corporation does not adversely affect the rights or preferences of the holders of any outstanding class of the Corporation's shares and (b) the percentage of authorized shares remaining after this amendment to the Articles of Incorporation of the Corporation will not exceed the percentage of authorize shares remaining unissued before this amendment to the Articles of Incorporation of the Corporation.

FOURTH: The number of shares of common stock subject to the Share Combination is 73,000,000 shares and the number of shares of common stock which will result from the Share Combination is 18,250,000.

FIFTH: The Articles of Incorporation of this Corporation are amended by changing ARTICLE IV so that, as amended, said ARTICLE IV shall read as follows:

ARTICLE IV

The capital stock of the Corporation shall consist of Sixty-Two Million Five Hundred Thousand (62,500,000) shares of common stock, with a par value of \$0.001 per share. The 73,000,000 shares of issued and outstanding common shares of the Corporation, with a par value of \$0.001, either issued and outstanding or held by the

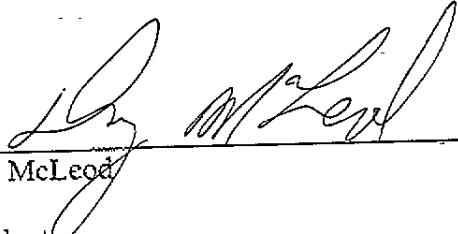
6950

Corporation as treasury stock immediately prior to 5:00 P.M. (Eastern Standard Time) on September 5, 1999, shall be automatically reclassified and changed (without any further act) into 18,250,000 fully-paid and non-assessable shares of common stock of the Corporation, with a par value of \$0.001.

SIXTH: This amendment shall be effective at 5:00 p.m. (Eastern Standard Time) on September 5, 1999.

SEVENTH: This amendment to the Articles of Incorporation was duly adopted in accordance with the provisions of Section 607.10025 of the Florida Business Corporation Act. **"Shareholder action not required."**

DATED this 24th day of August, 1999.

By: 
 Doug McLeod
 Title: President