

FILED

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

OF

etail group.com, inc.

The following amendments to the Articles of Incorporation of etail group.com, inc., an Idaho corporation (the "Corporation"), were duly adopted by the Directors of the Corporation pursuant to unanimous consent in accordance with Idaho Code Section 30-1-821. The original Articles of Incorporation were filed in the office of the Idaho Secretary of State on April 23, 1999.

Pursuant to Idaho Code Section 30-1-1005, the undersigned Directors of the Corporation certify:

1. Name. The name of the corporation is etail group.com, inc.
2. Amendments.

A. The Directors amend Article I of the Articles of Incorporation by deleting Article I in its entirety and substituting the following therefor:

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is
etailgroup.com, inc. ("Corporation").

B. The Directors amend Article VI of the Articles of Incorporation by deleting Article VI in its entirety and substituting the following therefor:

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is 12554 W. Bridger, Suite 100, Boise, Idaho 83713, and the name of its initial registered agent at such address is Steven L. Schmidt.

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3. Date. The amendments were adopted by unanimous consent of the Directors effective May 13, 1999.

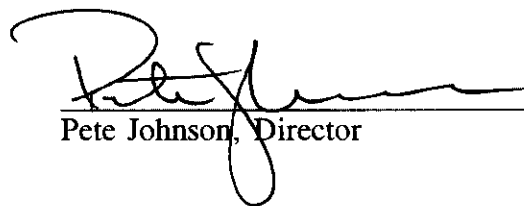
4. Shares. At the time of these amendments to the Articles of Incorporation, no shares of stock of the Corporation had been issued.

etail group.com, inc.

Dated: May 13, 1999


Steven L. Schmidt, Director

Dated: May 13, 1999


Pete Johnson, Director