

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) April 13, 2005

Mediavest, Inc.
(Exact name of registrant as specified in its charter)

New Jersey (State or Other Jurisdiction of Incorporation)	00-10039 (Commission File Number)	22-2267658 (I.R.S. Employer Identification No.)
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153 E. 53rd Street, 48th Floor
New York, New York 10022

(Address of principal executive
offices including zip code)

(212) 521-5181

(Registrant's telephone number,
including area code)

N.A.
(Former name or former address, if changed since last report)

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 13, 2005, Mediavest, Inc., formerly known as eB2B Commerce, Inc. (the "Company"), filed with the Department of Treasury of the State of New Jersey a Certificate of Amendment of its Restated Certificate of Incorporation. The amendment (i) changed the name of the Company from "eB2B Commerce, Inc." to "Mediavest, Inc." and (ii) decreased the total number of shares of capital stock that the Company is authorized to issue from 120,000,000 shares (consisting of 119,000,000 shares of common stock, par value \$.0001 per share, and 1,000,000 shares of preferred stock, par value \$.0001 per share) to 20,000,000 shares (consisting of 19,000,000 shares of common stock, par value \$.0001 per share, and 1,000,000 shares of preferred stock, par value \$.0001 per share). A copy of the Certificate of Amendment of the Restated Certificate of Incorporation is filed as Exhibit 3(i) hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

c) Exhibits

EXHIBIT NUMBER	DESCRIPTION
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3(i)

Certificate of Amendment of Restated Certificate
of Incorporation of eB2B Commerce, Inc., filed
April 13, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Mediavest, Inc.
(Registrant)

Dated: August 9, 2005

By: /s/ Robert Ellin

Robert Ellin
Chairman, Chief Executive
Officer and President

New Jersey Division of Revenue

Certificate of Amendment to the Restated Certificate of Incorporation
(For Use by Domestic Profit Corporations)

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

- 1. The name of the corporation is: eB2B Commerce, Inc. (the "Corporation").
- 2. The following amendment to the Restated Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 8th day of April 2005:

Resolved, that Article I of the Restated Certificate of Incorporation be amended to read as follows:

"The name of the corporation is: Mediavest, Inc. (the "Corporation")."

Resolved, that Article III (a) of the Restated Certificate of Incorporation be amended to read as follows:

"a. The total number of shares of capital stock which the Corporation is authorized to issue is Twenty Million (20,000,000) shares, consisting of Nineteen Million (19,000,000) shares of common stock, \$.0001 par value per share ("Common Stock"), and One Million (1,000,000) shares of preferred stock, \$.0001 par value per share ("Preferred Stock")."

- 3. The number of shares outstanding at the time of the adoption of the amendment was: 4,000,000. The total number of shares entitled to vote thereon was: 4,000,000.
- 4. The number of shares voting for and against such amendment is as follows:

Number of Shares Voting for Amendment	Number of Shares Voting Against Amendment
----- 3,720,000	----- 0

Dated this 11th day of April, 2005

By: /s/ Robert Ellin

Name: Robert Ellin
Title: Chairman of the Board