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TO: DIVISION OF CORPORATIONS

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NAME: INTERAXX TELEVISION NETWORK, INC.
AUDIT NUMBER.....H97000003374
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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
INTERAXX TELEVISION NETWORK, INC.

FILED
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SECRETARY OF STATE
STATE OF FLORIDA

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of INTERAXX TELEVISIONS NETWORK, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing documents #L87340 does hereby certify that pursuant to Written Consent of all of the Directors of the Corporation dated October 29, 1996, and Written Consent of a majority of the Shareholders of the Corporation dated October 29, 1996, the Shareholders and Directors approved the amendment to the Corporation's Articles of Incorporation as follows:

ARTICLE IV of the Articles of Incorporation of this Corporation shall be amended to read as follows:

ARTICLE IV

CAPITAL STOCK

Section 4.1. Authorized Capital.

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 31,000,000 shares of capital stock, of which 30,000,000 shares shall be Common Stock, par value \$.0001 per share (the "Common Stock") and 1,000,000 shares shall be Preferred Stock, par value \$.0001 per share (the "Preferred Stock"). The Preferred Stock may be issued with full, multiple or fractional voting rights of such designations, preferences, qualifications, privileges, limitations, options, conversion rights and other special rights as may be fixed from time to time by resolution of the Board of Directors."

The foregoing amendment was adopted by the Directors of the Corporation by Written Consent dated October 29, 1996, pursuant to Section 607.0821, and by the Majority Shareholders of the Common Stock of the Corporation by Written Consent dated October 29, 1996 which shares present and voted represented 53% of the issued and

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outstanding stock of the Corporation entitled to vote. The number cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation has executed these Articles of Amendment to the Articles of Incorporation as of February 12, 1997.

INTERAXX TELEVISION NETWORK, INC.

By: 

Donald E. Rhoades, President

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