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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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15/13/105

JOSEPH I. EMAS
ATTORNEY AT LAW
1224 Washington Avenue
Miami Beach, Florida 33139
(305) 531-1174

July 17, 2003

Via Federal Express

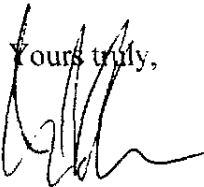
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: M-Games, Inc. (the "Company")

Dear Sir/Madam:

Enclosed please find the Articles of Amendment for M-Games, Inc. Also enclosed is a check in the amount of \$43.75 to cover the filing fee and a certified copy. Could you please forward a certified copy by email to jiemas@bellsouth.net as soon as possible?

If you have any questions regarding the above, please contact me at 305-531-1174.

Yours truly,


Joseph I. Emas



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 25, 2005

JOSEPH I EMAS
1224 WASHINGTON AVE
MIAMI BEACH, FL 33139

SUBJECT: M-GAMES, INC.
Ref. Number: P04000170651

We have received your document for M-GAMES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 105A00005002

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
M-GAMES, INC.

The undersigned, as attorney-in-fact for M-Games, Inc., a Florida corporation and for the members of the Board of Directors of M-Games, Inc. organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify that

1. The name of the Corporation is M-Games, Inc., document number P04000170651.
2. The following provisions of the Articles of Incorporation of the Corporation are amended each of Article I, Article IX and Article X as of January 25, 2005, as follows:

ARTICLE I

The name of the corporation is: **Red Mile Entertainment, Inc.**

ARTICLE IX

Affiliated Transactions and Control Share Acquisitions

The Corporation hereby elects not to be governed by Section nine of the Florida Business Corporation Act on Affiliated Transactions and Control Share Acquisitions

ARTICLE X

Indemnification

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he or she is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he or she is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

3. In accordance with Section 607.0123(1)(b) of the Florida Business Corporation Act, this amendment shall be effective upon its filing with the Florida Department of State.

4. The foregoing amendment was adopted the Corporation's Board of Directors pursuant to the Florida Statutes. The forgoing amendment was approved prior to the issuance of stock and a vote of the shareholders of the Corporation pursuant to the Florida Statutes was not required. The numbers of votes cast for the foregoing amendment was sufficient for approval.

5. Except as modified hereby, the Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, M-Games, Inc. has caused this Articles of Amendment to the Articles of Incorporation to be executed by the undersigned duly authorized officers and attorney-in-fact of the Corporation.

M-Games, Inc, a Florida corporation

By: 

Joseph J. Ernas, Attorney-in-fact for
the member of the Board of Directors

**WRITTEN CONSENT OF THE
INITIAL DIRECTORS OF
RED MILE ENTERTAINMENT, INC.**

THE UNDERSIGNED, being the initial directors of **Red Mile Entertainment, Inc.**, a Florida corporation (the "Corporation"), pursuant to Section 607.0821, Florida Business Corporation Act, do hereby adopt the resolutions set forth below and upon execution of this consent (the "Consent"), the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted in a formal meeting of the Corporation's Board of Directors, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

RESOLVED, that the Bylaws of the Corporation, in the form attached hereto as Exhibit A, are hereby adopted; and

FURTHER RESOLVED, that the Board of Directors ratifies the appointment of Chester Aldridge, Mike Troy, and Kenny Cheung to serve as members of the Corporation's Board of Directors, to serve until the next annual meeting of the Corporation's shareholders or his or her earlier death, resignation or removal from office; and

FURTHER RESOLVED, that the Board of Directors ratifies the appointment of the following persons to the offices set forth opposite their names, to serve at the pleasure of the Board of Directors:

<u>Name</u>	<u>Office</u>
Chester Aldridge	Chairman of the Board of Directors; Chief Executive Officer
Ed Roffman	Secretary ; Treasurer; Chief Financial Officer
Mike Troy	V.P. Business Development

FURTHER RESOLVED, that the number of shares of capital stock which the Corporation has the authority to issue is 40,000,000 shares of capital stock, of which 30,000,000 are designated as common stock, no par value, and 10,000,000 are designated as preferred stock, no par value, of which the rights and preferences may be designated by the Board of Directors without shareholder approval including the designation of 4,500,000 shares of preferred stock as Series A Preferred Stock and the sale of 4,500,000 shares of preferred stock in certain Securities Purchase Agreements attached hereto and affirmed herein; and

FURTHER RESOLVED, that the Articles of Incorporation shall be amended (i) to reflect the change of the name of the Company from M-Games, Inc. to **Red Mile Entertainment, Inc.**; and (ii) to include a section on Affiliated Transactions, Control Share Acquisitions and Indemnification as designated below:

ARTICLE I

The name of the corporation is:
Red Mile Entertainment, Inc.

ARTICLE IX

Affiliated Transactions and Control Share Acquisitions

The Corporation hereby elects not to be governed by Section nine of the Florida Business Corporation Act on Affiliated Transactions and Control Share Acquisitions

ARTICLE X

Indemnification

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he or she (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he or she is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he or she is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he or she is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

FURTHER RESOLVED, that the appropriate officers of the Corporation are authorized and directed to issue and sell to the following persons the number of Common Stock of the Corporation, no par value against consideration of services in payment therefor, such shares, when so issued and sold, to be fully paid and non-assessable:

<u>Name</u>	<u>No. of Shares</u>
Chester Aldridge	650,000
Ed Roffman	650,000
Joe Abrams	650,000
Mike Troy	500,000
Todd Weimer	174,000
Stacey Hirata	120,000
Tony Shapiro	69,000
Bruce Curlock	20,000
Julie Marzolf	15,000
Mary Hubert	12,500
Todd Dunderdale	25,000
Don Hicks	8,500
Chuck Muncie	2,000
Rick Mattis	4,000

FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to open checking and other deposit accounts in the name of the Corporation in such financial institutions as they may select; and

FURTHER RESOLVED, that the Board of Directors of the Corporation hereby approves and adopts any and all additional resolutions required by such financial institutions to facilitate the establishment of such accounts; and


FURTHER RESOLVED, that the appropriate officers of the Corporation are hereby authorized to certify to any such financial institutions that the resolutions in the particular form, required by such financial institutions, were duly adopted and approved by the Board of Directors of the Corporation on the date of this Consent, or any date subsequent thereto, and such officer is instructed to retain a copy of such resolutions in the permanent records of the Corporation; and

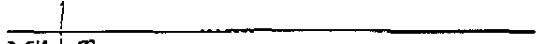
FURTHER RESOLVED, that any and all actions heretofore reasonably taken by or on behalf of the Corporation in the conduct of its business prior to the date hereof are approved, ratified and confirmed in all respects as being the acts and deeds of the Corporation, including any and all actions heretofore made for or on behalf or in the name of the Corporation by any of the Corporation's officers and directors.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned being the directors of the Corporation, has executed this Written Consent effective as of the 24th day of December, 2004.

DIRECTOR:


Chester Aldridge


Mike Troy


Kenny Cheung

IN WITNESS WHEREOF, the undersigned being the directors of the Corporation, has executed this Written Consent effective as of the 24th day of December, 2004.

DIRECTOR:

Chester Aldridge

Mike Troy

Mike Troy

Kenny Cheung