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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BIG ENTERTAINMENT, INC.

AUDIT NUMBER.....H98000020830

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

Amendment
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

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498000020830

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
BIG ENTERTAINMENT, INC.

Amendment to
Designation of Preferences, Rights and Limitations
of
7% Series D Convertible Preferred Stock

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0602 and 607.1006 of the Florida Business Corporation Act, Big Entertainment, Inc. (the "Company"), a corporation organized and existing under the Florida Business Corporation Act, hereby adopts the following Articles of Amendment to its Articles of Incorporation. The amendment was adopted by unanimous written consent of the Board of Directors dated as of September 30, 1998.

FIRST: Amendment to Section 1 of Designation of 7% Series D Convertible Preferred Stock

Section 1 of Exhibit A to Designation of Preferences, Rights and Limitations of 7% Series D Convertible Preferred dated as of October 6, 1998 (the "Series D Designation") is amended to read in its entirety as follows:

Section 1. Designation, Amount and Par Value. The series of preferred stock shall be designated as 7% Series D Convertible Preferred Stock (the "Preferred Stock") and the number of shares so designated shall be 1,000 (which shall not be subject to increase without the consent of the holders of the Preferred Stock (each, a "Holder" and collectively, the "Holders")). Each share of Preferred Stock shall have a par value of \$.01 and a stated value of \$10,000 (the "Stated Value").

SECOND: Section 5(c)(i)(A) of the Series D Designation is amended to read in its entirety as follows:

(c)(i)(A) For shares of Preferred Stock issued on or before October 30, 1998, the conversion price (the "Conversion Price") in effect on any Conversion Date shall be \$3.4978; provided, that if on the Trading Day prior to a Conversion Date the Per Share Market Value shall be less than \$6.1212, the Conversion Price applicable to such conversion shall equal \$3.3312.

For shares of Preferred Stock issued after October 30, 1998, the Conversion Price in effect on any Conversion Date shall equal 105% of the average of the Per Share Market Values for the five Trading Days ending on the Trading Day immediately preceding the Original Issue Date.

THIS DOCUMENT PREPARED BY:
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THIRD: The definitions of "Original Issue Date," "Purchase Agreement" and "Registration Rights Agreement" contained in Section 9 of the Series D Designation are each amended to read in their entireties as follows:

"Original Issue Date" shall mean, as to any particular share of Preferred Stock, the date of first issuance of any such share of Preferred Stock, regardless of the number of subsequent transfers of such share and regardless of the number of certificates that may be issued to evidence such share of Preferred Stock.

"Purchase Agreement" means the particular Convertible Preferred Stock Purchase Agreement between the Company and the particular Holder of the Preferred Stock.

"Registration Rights Agreement" means the particular Registration Rights Agreement between the Company and the particular Holder of the Preferred Stock.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation have been executed by the undersigned duly authorized officer of the Company as of the 6th day of November, 1998.

BIG ENTERTAINMENT, INC.

By: Mitchell Rubenstein
Mitchell Rubenstein, Chairman of the
Board and Chief Executive Officer

THIS DOCUMENT PREPARED BY:
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