

P93000005253

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BASIC AMENDMENT

BIG ENTERTAINMENT, INC.

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Page Count	04
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Amendment
06/25/99
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 25, 1999

BIG ENTERTAINMENT, INC.
2255 GLADES RD
SUITE 237W
BOCA RATON, FL 33431

SUBJECT: BIG ENTERTAINMENT, INC.
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Darlene Connell
Corporate Specialist

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DIVISION OF CORPORATIONS

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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

**Amendment
to
Designation of Preferences, Rights and Limitations
of
Series B Variable Rate Convertible Preferred Stock**

Pursuant to the provisions of Sections 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 at a meeting of the Board of Directors held on May 14, 1999. Shareholder action is not necessary or required.

FIRST: Section 3(a) to the Designation of Preferences, Rights and Limitations of Series B Variable Rate Convertible Preferred Stock dated as of December 9, 1996 (the "Series B Designation") is amended to read in its entirety as follows:

"(a) Each Series B Preferred Share shall be and is convertible at the sole option of the holder thereof, into one share of Common Stock at any time prior to May 17, 1999 (the "Conversion Period"). Upon a holder's timely exercise of this conversion option in accordance with the following paragraph (b) of this Section 3, such holder shall also be entitled to receive all unpaid dividends that have cumulated or accrued on the Series B Preferred Shares being converted, with such dividends to be determined and paid in accordance with Section 2 hereof as if the 'Distribution Date' is the day on which the shares are surrendered for conversion."

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**THIS DOCUMENT PREPARED BY:
MIRIAM ALFONSO, ESQ.
FLORIDA BAR NO. 0155251
BROAD AND CASSEL
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SUITE 3000
MIAMI, FLORIDA 33131
(305) 373-9400**

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IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation have been executed by the undersigned duly authorized officer of the Company as of the 14th day of May, 1999.

BIG ENTERTAINMENT, INC.

By:

Mitchell Rubenstein

Mitchell Rubenstein,
Chairman of the Board and Chief
Executive Officer

THIS DOCUMENT PREPARED BY:
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