

P93000005253 <https://cf11.dos.state.fl.us/scripts/efilcovr.exe>

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000015519 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
99 JUN 25 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

BIG ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

Amendment DC

6/25/99 9:59 AM

6-25-99

H99000015519

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

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

Pursuant to the provisions of Section 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 A Variable Rate Convertible Preferred Stock dated as of November 8, 1995 (the "Series A Designation") is amended to read in its entirety as follows:

"(a) Each Series A Preferred Share shall be and is convertible at the sole option of the holder thereof, into one (1.0) 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 A 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."

FILED
99 JUN 25 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

H99000015519

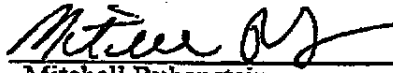
TOTAL P.03

H99000015519

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,
Chairman of the Board and Chief
Executive Officer

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

MIA1CORPSEC150120.1
10022/0040 5/17/99 2:27 PM

H99000015519