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CONTACT: KAREN L DIDEA  
PHONE: (407)843-4600 FAX #: (407)843-4444

NAME: GOLD STANDARD MULTIMEDIA INC.

AUDIT NUMBER.....H98000017810

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 3

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ATTORNEY: 427

CLIENT: 083013

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*Amendment*  
*10/01/98*  
*DC*

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(904)922-3709

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 24, 1998

GOLD STANDARD MULTIMEDIA INC.  
3825 HENDERSON BLVD  
SUITE 200  
TAMPA, FL 33629US

SUBJECT: GOLD STANDARD MULTIMEDIA INC.  
REF: P93000038329

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Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000017810  
Letter Number: 598A00048166

**AMENDMENT NO. 1  
TO THE  
SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GOLD STANDARD MULTIMEDIA INC.**

**FILED**  
98 SEP 23 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GOLD STANDARD MULTIMEDIA INC., a Florida corporation (the "Corporation"), pursuant to Section 607.1006, Florida Statutes, does hereby file the following Amendment No. 1 (the "Amendment") to the Second Amended and Restated Articles of Incorporation:

1. The name of the Corporation is Gold Standard Multimedia Inc.
2. The amendments to the Second Amended and Restated Articles of Incorporation are as follows:

- (a) Article 4 is hereby deleted in its entirety and replaced with the following:

**ARTICLE 4**

**CAPITAL**

**Section 4.1 Authorized Capital.** The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is fifty million (50,000,000) shares of common stock having a par value of \$0.01 per share (the "Common Stock" or "Capital Stock"). All such shares shall be issues fully paid and nonassessable.

**Section 4.2 Common Stock.** Holders of Common Stock are entitled to one vote per share on all matters required by Florida law to be approved by the shareholders. Holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon the dissolution of the Corporation, holders of Common Stock are entitled to receive, pro rata in accordance with the number of shares owned by each, the net assets of the Corporation.

This document was prepared by:  
Bradford D. West, Esquire  
Florida Bar Number 769525  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P.O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

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- (b) Article 6 is hereby deleted in its entirety and replaced with the following:

**ARTICLE 6.**

**DIRECTORS**

**Section 6.1 Number.** This Corporation shall have eight (8) directors. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

- (c) Article 7 is hereby deleted in its entirety and replaced with the following:

**ARTICLE 7.**

**BYLAWS**

**Section 7.1 Bylaws.** The initial bylaws of this Corporation shall be adopted by the Board of Directors. Except as set forth in the next sentence, bylaws may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors. Notwithstanding the foregoing, until August 2, 2000 the bylaws can not be altered, amended or repealed except by the unanimous approval of the entire Board of Directors or by the affirmative vote of the shareholders holding at least 90% of the shares of this Corporation then outstanding.

- (d) Article 9 is hereby deleted in its entirety and replaced with the following:

**ARTICLE 9.**

**AMENDMENTS**

**Section 9.1 Amendments.** Until August 2, 2000, these Articles of Incorporation cannot be altered, amended or repealed except by the unanimous approval of the entire Board of Directors or by the affirmative vote of the shareholders holding at least 90% of the shares of this Corporation then outstanding. After August 2, 2000, these Articles of Incorporation may be altered, amended or repealed in accordance with Florida Statutes.

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3. All other provisions of the Second Amended and Restated Articles of Incorporation of the Corporation shall remain in full force and effect.

4. The foregoing Amendment was adopted by Unanimous Written Consent of the Board of Directors of the Corporation dated as of July 17, 1998.

5. The foregoing Amendment was adopted by a majority of the shareholders of the Corporation by Written Action in Lieu of a Meeting dated as of July 17, 1998. The number of Shareholders executing such Written Action in favor of approval of the Amendment was sufficient for approval. Written notice of the adoption of the foregoing Amendment was or will be delivered to the non-signatory shareholders within ten (10) days of the execution of such Written Action.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this Amendment on the 17th day of July, 1998.

  
\_\_\_\_\_  
Dr. Jonathan Seymour, President