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HODGES FINANCIAL SERVICES
250 S. C.R. 427 SUITE 116
LONGWOOD, FLORIDA 32750

June 9, 1998

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Affluent Media Network

Dear Sir:

Enclosed please find Article of Amendment to Articles of Incorporation for the above referenced company. We would like a certified copy of the Articles. You will also find a check attached in the amount of \$87.50 to cover the appropriate filing fees.

I have enclosed a 2nd copy which I would like returned to the following address:

Hodges Financial Services
250 S. C.R. 427, Suite 116
Longwood, FL 32750

Your prompt attention to this matter is greatly appreciated.

Sincerely yours,

George Hodges, EA
George Hodges, EA

Hodges Financial Services
250 South CR 427 • Suite 116
Longwood, FL 32750
(407) 830-6773

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-06/11/98--01060--004
*****87.50 *****87.50

FILED
98 JUN 11 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 16 1998

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MILLENNIUM MAGNUM, INC.

FILED
98 JUN 11 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE ONE

The Articles of Incorporation of MILLENNIUM MAGNUM, INC. are hereby amended by changing the name of the Corporation whenever shown therein to:

AFFLUENT MEDIA NETWORK, INC.

ARTICLE TWO

The date of the adoption of this amendment was June 1, 1998. The effective date of this amendment is June 1, 1998.

ARTICLE THREE

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 5th day of June, 1998.

Signature

K. Wenche D'Amore
K. Wenche D'Amore
President