

P 98000024332

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BASIC AMENDMENT  
EXODUS ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
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*Amendment*

*6-29-00*

6/29/00

*DC*

June 29, 2000

EXODUS ENTERTAINMENT, INC.  
1521 ALTON RD., SUITE 186  
MIAMI BCH, FL 33139

SUBJECT: EXODUS ENTERTAINMENT, INC.  
REF: P98000024332

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Darlene Connell  
Corporate Specialist

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

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **EXODUS ENTERTAINMENT, INC.** (the "Corporation"), Charter #P98000024332, filed on March 13, 1998.
2. The following Amendment to the Articles of Incorporation were adopted by all of the Directors and all of the Shareholders of the Corporation pursuant to a written consent, the number of votes cast being sufficient for approval, effective as of the 9 day of JUNE, 2000, in the manner prescribed by Section 607.1003 of the Act.

**ARTICLE III**

**Authorized Capital Stock.** The number of shares of stock which the Corporation shall have authority to issue is:

One million (1,000,000) shares at par value \$0.01 per share.

**IN WITNESS WHEREOF**, the undersigned, being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation this 9 day of JUNE, 2000.

**EXODUS ENTERTAINMENT, INC.**

By:   
John Monroe Clark, III, President

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**UNANIMOUS WRITTEN CONSENT  
OF THE DIRECTORS AND SHAREHOLDERS OF  
EXODUS ENTERTAINMENT, INC.**

The undersigned, being all of the Directors and all of the Shareholders of EXODUS ENTERTAINMENT, INC. (the "Company"), a corporation organized and existing under the laws of the State of Florida, do hereby unanimously agree that, upon execution of this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Shareholders and Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given, pursuant to Sections 607.0704 and 607.0721 of the Florida Business Corporation Act. The following resolutions are hereby adopted:

**RESOLVED**, that the Corporation's Articles of Incorporation shall be amended as reflected in the Articles of Amendment to the Articles of Incorporation, a copy of which is attached hereto and made a part hereof; and it is

**RESOLVED**, that the President of the Corporation is hereby authorized and directed to execute the Articles of Amendment to the Articles of Incorporation and to file same with the Secretary of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned being all of the Directors and all of the Shareholders of the Corporation, have executed the foregoing Unanimous Written Consent for the purposes herein expressed this 31st day of May, 2000.

Directors

Mark Brooks  
Mark Brooks

John M. Clark, III  
John M. Clark, III

Shareholders

John Monroe Clark, III  
John Monroe Clark, III

Mark Brooks  
Mark Brooks

Clare A. Parise  
Clare A. Parise

ASTORIA  
Geoffrey Ringstad

Richard Goldman  
Richard Goldman

Devon Brown  
Devon Brown

Eric Baker  
Eric Baker

Adam Adams  
Adam Adams

Stephen Haskins  
Stephen Haskins

Joseph Moran  
Joseph Moran

Nicholas Schurmer  
Nicholas Schurmer