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8/18/98

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((H98000015388 5))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: FERNAND LAMOTHE, INC. ACCT#: 105057001570
 CONTACT: FERNAND LAMOTHE
 PHONE: (954)768-9548 FAX #: (954)768-9775

NAME: WORLD FAITH PRODUCTIONS INC.
 AUDIT NUMBER.....H98000015388
 DOC TYPE.....BASIC AMENDMENT
 CERT. OF STATUS..0 PAGES..... 1
 CERT. COPIES.....0 DEL.METHOD.. FAX
 EST.CHARGE.. \$35.00

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98 AUG 19 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Amendment

8/20/98

DC

8/18/98

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DIVISION OF CORPORATIONS

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8/18

FAX AUDIT # H98000015388 5

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

WORLD FAITH PRODUCTIONS INC.

(present name)

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VI INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street, Fort Lauderdale,
Florida, 33316

The Corporation shall have two (2) directors. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one (1). The name and address of the Directors are MARCO VEILLEUX, AS PRESIDENT, 1817 N.W. 91st STREET, BRADENTON, FL. 34209 and ROBERT J. CUMMINS, SECRETARY, 5029 DIAMOND HEIGHTS BLVD, SAN FRANCISCO, CA 94131-1621.

Fernand Lamothe
Chartered Accountant
721 S.E. 17th Street
Fort Lauderdale, Fl. 33316
(954) 768 9548

FAX AUDIT # H98000015388 5

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

FAX AUDIT # H98000015388 5

THIRD: The date of each amendment's adoption: 08-17-98

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 17th day of August, 19 98

Signature _____

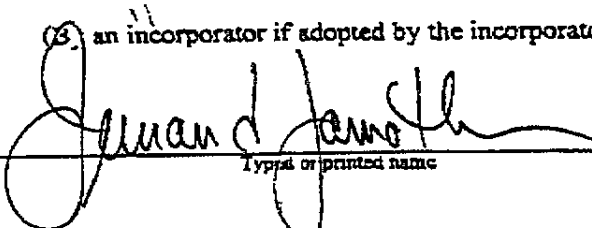
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)



Type or printed name

FERNAND LAMOTHE, INCORPORATOR

Title

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