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TALLAHASSEE, FLORIDA

06 MAY 23 AM 10:32

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247 MEDIA GROUP, INC.

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DIVISION OF CORPORATIONS

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Amend & N.C.
C. Coulllette MAY 24 2006

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
247 MEDIA GROUP, INC.

FILED
06 MAY 23 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: The name of this corporation is 247 Media Group, Inc.

SECOND: The original articles of incorporation of the corporation were filed under Document Number P99000056171.

THIRD: On May 23, 2006, the board of directors of the Corporation adopted the following amendments to the articles of incorporation of the Corporation:

(a) Article I of the articles of incorporation of the Corporation be and the same is hereby amended and replaced in its entirety to read as follows:

ARTICLE I
NAME

The name of the corporation is Fantastic Fun, Inc.

(b) Article IV of the articles of incorporation of the Corporation be and the same is hereby amended and replaced in its entirety to read as follows:

ARTICLE IV
SHARES

This Corporation is authorized to issue two classes of shares of stock to be designated as "Common Stock" and "Preferred Stock". The total number of shares of Common Stock which this Corporation is authorized to issue is Five Hundred Million (500,000,000) shares, par value \$0.001 per share. The total number of shares of Preferred Stock which this Corporation is authorized to issue is Five Million (5,000,000) shares, \$.01 par value per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issue of all or any of the shares of Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, options, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issue of such shares (a "Preferred Stock Designation") and as may be permitted by the

General Corporation Law of the State of Florida. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series. In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series. Article IV of the Articles of Incorporation of the Corporation be and the same is hereby amended and replaced in its entirety to read as follows:

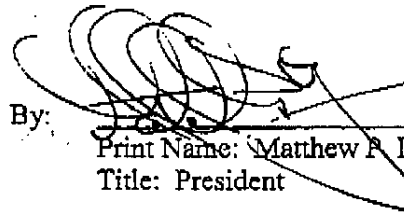
FOURTH: The foregoing amendments to the articles of incorporation were adopted on May 23, 2006.

FIFTH: The foregoing amendments to the articles of incorporation shall become effective upon filing of this amendment by the Secretary of State of Florida.

SIXTH: The foregoing amendments were approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Dated: May 23, 2006

247 MEDIA GROUP, INC.

By: 
Print Name: Matthew P. Dwyer
Title: President