

P99000056171

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PICK-UP WAIT MAIL

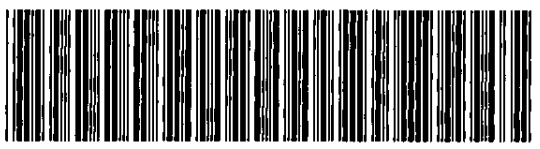
(Business Entity Name)

(Document Number)

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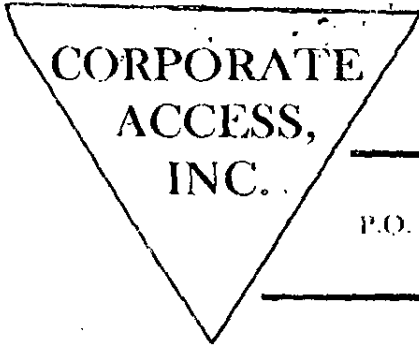
Amend

09/08/06--01008--015 **43.75

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WALK IN

PICK UP: 9/8/06 (DB)

- CERTIFIED COPY arts & amend.
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1. Fantastic Fun, Inc.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

2006 SEP -8 PM 1: 24

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FANTASTIC FUN, INC.
a Florida corporation**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, Fantastic Fun, Inc., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment.

FIRST: The name of this corporation is Fantastic Fun, Inc.

SECOND: On August 25, 2006, an amendment to the Corporation's articles of incorporation was adopted, as recited below.

THIRD: The below amendment to the Corporation's articles of incorporation does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series.

FOURTH: The below amendment shall effect a combination of only the issued and outstanding shares of common stock of the Corporation, with 254,908,333 such shares as of the date hereof, to be combined, at a rate of 1 common share for every 10 common shares, into a total of approximately 25,490,833 shares of common stock on the effective date.

FIFTH: Article IV of the articles of incorporation of the Corporation 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.

Upon the effective date of this amendment (the "Effective Date"), each share of the Corporation's Common Stock, par value \$0.001 per share, issued and outstanding immediately prior to the Effective Date (the "Old Common Stock") shall automatically and without action on the part of the holder thereof be reclassified as and changed to one-tenth (1/10) of a share of the Corporation's Common Stock, par value equal to the par value of the Old Common Stock (the "New Common Stock"). Each holder of a certificate or certificates which immediately prior to the Effective Date represented outstanding shares of Old Common Stock (the "Old Certificate(s)") shall be entitled to receive upon surrender of such Old Certificates to the Corporation's transfer agent for cancellation, a certificate or certificates (the "New Certificate(s)") representing the number of whole shares of the New Common Stock into which and for which the shares of the Old Common Stock formerly represented by such Old Certificates so surrendered are reclassified under the terms hereof. From and after the Effective Date, Old Certificates shall represent only the right to receive New Certificates pursuant to the provisions hereof. No certificates or scrip representing fractional share interests in New Common Stock will be issued, and no such fractional share interest will entitle the holder thereof to vote, or to any rights of a shareholder of the Corporation. A holder of Old Certificates shall receive, in lieu of any fraction of a share of New Common Stock to which the holder would otherwise be entitled, that number of shares of New Common Stock equal to the converted number of Old Common Stock with any such fractional share rounded up to the nearest whole share. If more than one Old Certificate shall be surrendered at one time for the account of the same shareholder, the number of full shares of New Common Stock for which New Certificates shall be issued shall be computed on the basis of the aggregate number of shares represented by the Old Certificates so surrendered. If any New Certificate is to be issued in a name other than that in which the Old Certificates surrendered for exchange are issued, the Old Certificates so surrendered shall be properly endorsed and otherwise in proper form for transfer, and the person or persons requesting such exchange shall affix any requisite stock transfer tax stamps to the Old Certificates surrendered, or provide funds for their purchase, or establish to the satisfaction of the transfer agent that such taxes are not payable. From and

after the Effective Date the amount of capital represented by the shares of the New Common Stock into which and for which the shares of Old Common Stock are reclassified under the terms hereof shall be the same as the amount of capital represented by the shares of Old Common Stock so reclassified, until thereafter reduced or increased in accordance with applicable law.

Following the effective date of this amendment, the Corporation shall continue to be authorized to issue Five Hundred Million (500,000,000) shares of Common Stock, par value \$0.001 per share, and Five Million (5,000,000) shares of Preferred Stock, \$.01 par value per share.

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

Dated: August 25, 2006

FANTASTIC FUN, INC.



Jonathan Glick,
President and Chief Executive Officer