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01 AUG -9 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 407689 4354503

AUTHORIZATION

Patricia Pigute

COST LIMIT : \$ 35.00

ORDER DATE : August 8, 2001

ORDER TIME : 11:40 AM

ORDER NO. : 407689-005

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CUSTOMER NO: 4354503

CUSTOMER: Mr. Xavier Jones
Piper Marbury Rudnick & Wolfe
1251 Avenue Of The Americas
29th Floor
New York, NY 10020-1104

DOMESTIC AMENDMENT FILING

NAME: COSMO COMMUNICATIONS
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135
EXAMINER'S INITIALS:

RECEIVED
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DIVISION OF CORPORATION

DR

8/9/01

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
COSMO COMMUNICATIONS COPORATION**

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, COSMO COMMUNICATIONS CORPORATION, a corporation organized and existing under and by virtue of the laws of the State of Florida, hereby certifies:

FIRST: The name of the corporation is Cosmo Communications Corporation, hereinafter referred to as the "Corporation."

SECOND: The Articles of Incorporation was filed by the Secretary of State of the State of Florida on March 17, 1983.

THIRD: Paragraph 1 of Article III of the Corporation's Articles of Incorporation is hereby deleted in its entirety and substituted in lieu thereof is the following new Paragraph 1 of Article III:

"The total number of shares of common stock which this corporation shall be authorized to issue is 50,000,000 shares of common stock with a par value of \$0.05 per share."

FOURTH: This Articles of Amendment of the Articles of Incorporation of the Corporation was authorized by the Board of Directors by unanimous written consent as of June 4, 2001 and adopted by a majority of the holders of all of the outstanding shares entitled to vote thereon at a Special Meeting of Shareholders of the Corporation held on June 19, 2001. The number of votes cast at the Special Meeting for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Articles of Amendment of the Articles of Incorporation on behalf of the Corporation, affirming that the statements herein contained are true and correct under the penalties of perjury this 19th day of June, 2001.

COSMO COMMUNICATIONS CORPORATION

By: Carol Atkinson
Name: CAROL ATKINSON
Title: DIRECTOR