

CT CORPORATION SYSTEM

L18003

CORPORATION(S) NAME

Affinity International Marketing, Inc.

FILED
01 MAY - 1 PM 1:47
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY - 1 AM 11:00
NOT RECORDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

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Order#: 4235441

Ref#: _____

Amount: \$

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*****35.00 *****35.00

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

G. COULLETTE MAY 01 2001

AMENDMENT TO ARTICLES OF INCORPORATION
OF
AFFINITY INTERNATIONAL MARKETING, INC.

The undersigned officers and directors of AFFINITY INTERNATIONAL MARKETING, INC. (the "Corporation"), hereby certify that on April 24, 2001, following a special meeting of the Company's Shareholders and Directors, a Resolution for amendment of the Articles of Incorporation was adopted and approved by a majority of the Shareholders, the number of votes cast was sufficient for approval (18,967.901 of 34,990,756). The amendment is as follows:

ARTICLE IV, of the corporation is hereby amended to read as follows:

ARTICLE IV. CAPITAL STOCK

The total number of shares of stock that the corporation shall have authority to issue is 55,000,000, consisting of 50,000,000 shares of common stock, par value \$.0001 per share ("Common Stock"), and 5,000,000 shares of preferred stock par value \$.0001 per share ("Preferred Stock").

Shares of Preferred Stock of the Corporation may be issued from time to time in one or more series, each of which shall have such distinctive designation or title as shall be determined by the Board of Directors of the Corporation ("Board of Directors") prior to the issuance of any shares thereof. Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as shall be stated in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all the then outstanding shares of the capital stock of the corporation entitled to vote generally in the election of the directors (the "Voting Stock"), voting together as a single class, without a separate vote of the holders of the Preferred Stock, or any series thereof, unless a vote of any such holders is required pursuant to any Preferred Stock Designation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04/26/01 THU 09:53 FAX 561 7500412
APR-25-2001 WED 1:07 AM

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FAX NO.

P. US

003

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and the President and Secretary of this Corporation have executed this Amendment to the Articles of Incorporation of AFFINITY INTERNATIONAL MARKETING, INC. this 25th day of April, 2001.

AFFINITY INTERNATIONAL MARKETING, INC.

By: *Kenneth De Filippo*
Kenneth De Filippo, Chairman of the Board of Directors

By: *Kenneth De Filippo*
Kenneth De Filippo, President

By: _____
Dorothy Sanley, Secretary

APR-25-2001 WED 11:07 AM

FAX NO.

P. 03

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and the President and Secretary of this Corporation have executed this Amendment to the Articles of Incorporation of AFFINITY INTERNATIONAL MARKETING, INC. this 25th day of April, 2001.

AFFINITY INTERNATIONAL MARKETING, INC.

By: _____
Kenneth De Fillipo, Chairman of the Board of Directors

By: _____
Kenneth De Fillipo, President

By: Deborah Stanley
Deborah Stanley, Secretary


ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

On this 25th day of April 2001, before me the undersigned officer duly authorized to take acknowledgments personally appeared Kenneth DeFillipo, Chairman of the Board of Directors and President of AFFINITY INTERNATIONAL MARKETING, INC. who; [] is personally known to me, or [] did produce _____ as indemnification and that he, as such director and officer, respectively, being duly authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such officer and director of the Corporation and they did not take an oath.

SWORN TO AND SUBSCRIBED before me on this 25th day of April, 2001.



Notary Public

Maria H. Tomeu
Printed Name

[SEAL]

My Commission Expires:

