

P00000023424

Fredericks Entertainment, Inc.
3550 Biscayne Blvd., Suite #406
Miami, FL 33137
Telephone: (305) 576-6711
FAX: (305) 576-5277
Toll Free: (888) 575-5100
E-Mail: fredericks_entertainment@financier.com
Tuesday July 23, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attention: REINSTATEMENT - Michelle Milligan
Telephone: (850) 245-6059

Dear Ms. Milligan:

700006628777-2
-07/24/02-01041-018
*****43.75 *****43.75

Thank You For Your Kind Assistance, & Telephone Call, Yesterday
Afternoon, Providing Fredericks Entertainment, Inc. With Your
Verbal Confirmation of Corporate Reinstatement, by The Secretary of
State's Office.

As Previously Discussed, Frederick's Entertainment, Inc. Is Hereby
Submitting, With The Required Filing Fee, For The Articles of
Amendment, of \$35.00, & A Fee of \$8.75 For A Certified Copy of The
Amendment, The Following:

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FREDERICKS ENTERTAINMENT, INC.

FILED
02 JUL 24 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/24/02
Amend
JF

Date: July 23, 2002 - To: Michelle Milligan, Secretary of State Office -
Page One of Five Pages.

**Thanking You For Your Continued Kind Assistance, & Attention of
This Matter, I remain**

Very sincerely yours,

FREDERICKS ENTERTAINMENT


MATTHEW FREDERICKS
President & C.E.O.

Attachment: Three (3) Pages:

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FREDERICKS ENTERTAINMENT, INC.**

Fee Attachment: \$43.75 Total.

**Date: July 23, 2002 - To: Michelle Milligan, Secretary of State Office -
Page Two of Five Pages.**

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FREDERICKS ENTERTAINMENT, INC.

Corporation #: P00000023424

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)*

Effective, This 23rd Day of July, 2002, The Original Articles of Incorporation of Frederick' Entertainment, Inc., Shall Be Amended From 7,500 Authorized Shares of Stock, at A Par Value of \$0.01 per Share, To 100,000,000 Authorized, & Voting Shares of Stock, at A Par Value of \$0.001 Per Share.

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:

THIRD: The Date of The Amendment's Adoption is the 23rd of July 2002.

FOURTH: Adoption of Amendment (CHECK ONE)

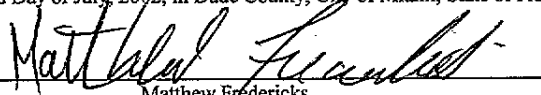
☒ XXX The Amendment was approved by the shareholders. The number of votes cast for the Amendment were sufficient for approval*.

*The number of votes cast for the amendment were sufficient for approval by the shareholders.

☐ Q ☒ XXX The Amendment was adopted by the Board of Directors with shareholder action.

Signed this 23rd Day of July, 2002, in Dade County, City of Miami, State of Florida.

Signature: _____



Matthew Fredericks
Chairman, & C.E.O.

(By the Chairman of the Board of Directors, & C.E.O. as adopted by the shareholders)

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