

P00000056648

LAW OFFICES

Richard P. Greene, P.A.

INTERNATIONAL BUILDING

2455 EAST SUNRISE BOULEVARD

SUITE 905

FORT LAUDERDALE, FLORIDA 33304

TELEPHONE: (954) 564-6616

FAX: (954) 561-0997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -6 PM 3:11

May 3, 2002

900005462329--4
-05/06/02--01059--011
*****35.00 *****35.00

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Comedy Hill Racing Stable & Tack, Inc. (the "Company")

Dear Sir or Madam:

In connection with the above referenced Company, this correspondence is to request that you file the enclosed Articles of Amendment to the Articles of Incorporation. In that regard, I am enclosing an original and one copy of said Amendment. Also enclosed is a check for \$35.00 made payable to the Secretary of State for the filing fee. Please send a copy of the filed Articles of Amendment to me at 2455 East Sunrise Boulevard, Suite 905, Ft. Lauderdale, Florida 33304.

If you have any questions or need any further information, please do not hesitate to contact me.

Very truly yours,

RICHARD P. GREENE, P.A.

Richard P. Greene

Richard P. Greene
For the Firm

RPG/evb
Enclosures

C:\RPG-1\Comedy Hill\Art Amend ltr

Amend

V SHEPARD MAY 14 2002

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY -6 PM 3:11

COMEDY HILL RACING STABLE & TACK, INC.

The Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on the 13th day of June, 2000, and assigned Document Number P00000056648, are hereby amended 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: ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is an aggregate of **THIRTEEN MILLION (13,000,000)** shares as follows:

7.1.1 **TEN MILLION (10,000,000)** shares of common stock, \$.0001 par value per share; and

7.1.2 **THREE MILLION (3,000,000)** shares of Series A 12.5% Cumulative Preferred shares, \$.0001 par value per share.\

7.2 All holders of shares of common shares and preferred shares shall be identical with each other in every respect and the holders of common shares and preferred shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock and preferred stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.


The remainder of Article 7 is unchanged.

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: Not applicable

THIRD: The date of the amendment's adoption was January 1, 2001.

FOURTH: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 3rd day of March, 2002.

By: 
Debra L. Towsley
President and Director