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June 19, 2001

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, FL 32314

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-06/22/01--01095--004  
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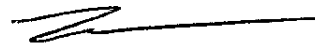
Re: ADPower Media Group, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed for filing are the original Articles of Amendment of Articles of Incorporation of ADPower Media Group, Inc., together with a check in the amount of \$35.00 for the filing fee. Also enclosed are a stamped return envelope and an extra copy of the Articles of Amendment for you to return the copy bearing the filing information.

If you need any further information, please do not hesitate to call this office: (727) 535-4544. Thank you for your courtesy and assistance in this regard.

Sincerely,



Lee L. Haas, Esquire

LJ.H:sw  
Enclosures

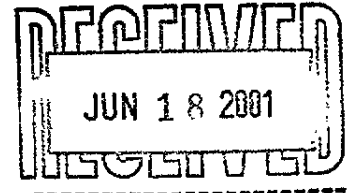
cc: Client

ADPower\secretary of state letter 1

FILED  
01 JUN 22 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

all  
6/28  
amend

ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
ADPOWER MEDIA GROUP, INC.



*Pursuant to the provisions of §607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its Articles of Incorporation:*

*Amendment adopted:*

**FIRST:**

**ARTICLE IV – CAPITAL STOCK**

This corporation is authorized to issue one hundred thousand (100,000) shares of no par value common stock.

**SECOND:**

**ARTICLE V – PREEMPTIVE RIGHTS**

This article is deleted in its entirety.

**THIRD:**

**ARTICLE VIII – BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**FOURTH:**

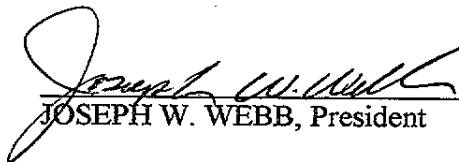
**ARTICLE IX – MANAGEMENT OF CORPORATION**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

**FIFTH:** This amendment was adopted on <sup>June</sup>~~May~~ 8, 2001.

The amendment was approved by the shareholders and the directors of the corporation. the number of votes cast for the amendment was sufficient for approval.

Signed this 15<sup>th</sup> day of <sup>June</sup>~~May~~, 2001.

  
JOSEPH W. WEBB, President

**FILED**  
01 JUN 22 PM 12:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 15 day of June, 2001, by JOSEPH W. WEBB, who is either personally known to me or who produced FDLW100 499 59 0650/06 as identification and who did not take an oath.

Susan A. Mercer  
[Signature, Notary Public]

[Typed/printed name, Notary Public]  
**NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE**  
Commission No. \_\_\_\_\_

[SEAL]

My Commission Expires:

