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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

PN 3: 34 SF STATE FLORIDA

OF

DOLPHIN INTERNATIONAL ENTERPRISES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

Article 7 of the Articles of Incorporation of DOLPHIN INTERNATIONAL ENTERPRISES, INC. states:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each having the par value of ONE TENTH OF ONE CENT (\$0.001).

SECOND:

The corporate capitalization of DOLPHIN INTERNATIONAL ENTERPRISES, INC. will be amended to state:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each having the par value of ONE HUNDREDTH OF ONE CENT (\$0.0001).

THIRD: The date of the adoption of this amendment is the 7 December 2000.



FOURTH:

The Amendment was approved by the Shareholders. The number of votes

cast for the Amendment was sufficient for approval.

FIFTH:

This amendment shall be effective upon the filing of these Articles of

Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 7 December 2000.

Bill B. Dixon, Chairman

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