

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
of**

Kosmo Studios, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Kosmo Studios, Inc. pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act hereby adopts the following amendment to its Articles of Incorporation:

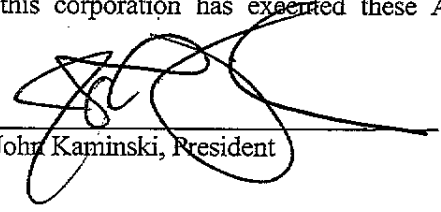
1. Article III is amended to read as follows:

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is forty million (40,000,000) shares of common stock having a par value of \$.000001 per share. Of this forty million (40,000,000) shares, twenty million (20,000,000) shares shall have full voting rights and privileges and twenty million (20,000,000) shares shall be non-voting shares.

2. This amendment has been effected in conformity with the provisions of the Florida Business Corporation Act, and such amendment was duly adopted by the shareholders of the corporation on the nineteenth (19th) day of August, 2002. The number of votes cast by the shareholders for the amendment was sufficient for approval.

In witness whereof, the undersigned officer of this corporation has executed these Articles of Amendment on August 22, 2002.



John Kaminski, President