

P000000100672

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April 18, 2001

Division of Corporations

POB 6327

Tallahassee, FL 32314

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-04/23/01-01061-016
*****35.00 *****35.00

RE: World Entertainment Inc.

Dear Madame/Sir:

Enclosed herewith, please find an original Amendment to the Articles of Incorporation regarding the above-referenced matter for filing. A check made payable to the Secretary of State in the amount of \$35.00 is also enclosed to cover the cost of filing.

Very truly yours,

Russell L. Forkey

Russell L. Forkey

RLF/abs

Enclosure

FILED
01 APR 23 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN MAY - 1 2001

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WORLD ENTERTAINMENT, INC.**

FILED
01 APR 23 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is World Entertainment, Inc.
2. The document no. is P00000100672.
3. The text of the Amendments is as follows:

(A) ARTICLE V – CAPITAL STOCK shall be deleted in its entirety and a new ARTICLE V substituted in its place, which shall state as follows:

ARTICLE V – CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to issue is 25,000,000, each having a par value of \$.001.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

(B) ARTICLE X – PRE-EMPTIVE RIGHTS is deleted in its entirety and a new ARTICLE X is substituted in its place, which shall state as follows:

ARTICLE X – PREFERRED STOCK

The maximum number of shares of preferred stock that the corporation is authorized to have outstanding at any time is 10,000,000 of preferred stock, each having a par value of \$.001.

The Corporation shall have the authority to issue its preferred shares in series. The Board of Directors is vested with authority to establish and designate series, to fix the number of shares therein, and the variations in the relative rights, preferences, and limitations as between series, subject to the limitation that, if the stated dividends and amounts payable on liquidation are not paid in full, the shares of all series of the same class shall share ratably in the payment of dividends including accumulations, if any, in

accordance with the sums which would be payable on such shares if all dividends were declared and paid in full, and in any distribution of assets other than by way of dividends in accordance with the sums which would be payable on such distribution if all sums payable were discharged in full.

4. The date of the Amendment's adoption is: April 2, 2001.

5. This Amendment has been unanimously approved by the Shareholders pursuant to Florida Statute 607.1003 and such vote was sufficient for approval of the Amendment.



Jack Utsick, President

STATE OF FLORIDA)

COUNTY OF DADE)

On this the 2nd day of April, 2001, before me a Notary Public in and for said State and County, personally appeared Jack Utsick, as President of World Entertainment, Inc., and who, being personally known to the undersigned notary, executed the foregoing, and who acknowledged before me that he executed the above Amendment freely and voluntarily under the authority duly vested in him by said corporation.

SWORN TO, and subscribed before me, on this the 13th day of April, 2001.



Kim Kennedy
MY COMMISSION # CC697875 EXPIRES
November 20, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Signature: Kim Kennedy

Printed Name: Kim Kennedy