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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 969327 11065A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 18, 2001

ORDER TIME : 12:19 PM

ORDER NO. : 969327-005

CUSTOMER NO: 11065A

CUSTOMER: Michael P. Gable, Esq
Law Offices Of Michael Gable,
4000 Hollywood Boulevard
Suite 735 South Tower
Hollywood, FL 33021-6755

RECEIVED
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DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: GLOBAL ENTERTAINMENT NETWORK,
INC.

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*****43.75 *****43.75

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

G. COULLETTE JAN 18 2001

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

**RESTATED
ARTICLES OF INCORPORATION
OF
GLOBAL ENTERTAINMENT NETWORK, INC.**

Global Entertainment Network, Inc., through its undersigned officer and director, hereby submits and adopts the following as its Restated Articles of Incorporation:

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**ARTICLE I
NAME**

The name of the corporation is GLOBAL ENTERTAINMENT NETWORK, INC.

**ARTICLE II
STREET ADDRESS OF INITIAL PRINCIPAL
OFFICE/MAILING ADDRESS OF CORPORATION**

The street address and mailing address of the initial principal office of the corporation is 4000 Hollywood Boulevard, Suite 735 South Tower, Hollywood, FL 33021-6755.

**ARTICLE III
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is 100,000.

**ARTICLE IV
PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE V
STREET ADDRESS OF REGISTERED
OFFICE AND NAME OF REGISTERED AGENT**

The street address of the registered office of the corporation is 4000 Hollywood Boulevard, Suite 735 South Tower, Hollywood, FL 33021-6755. The name of the registered agent is Michael P. Gable.

Prepared by: Michael P. Gable
Florida Bar No. 275530
4000 Hollywood Blvd., Suite 735 South Tower
Hollywood, FL 33021-6755
954-966-2501

ARTICLE VI
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Michael P. Gable, 4000 Hollywood Boulevard, Suite 735 South Tower, Hollywood, FL 33021-6755.

ARTICLE VII
DURATION AND PURPOSE

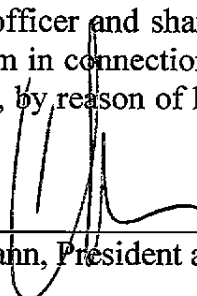
The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

ARTICLE VIII
NAME AND ADDRESS OF OFFICER AND DIRECTOR

Thomas M. Kann, whose address is 4000 Hollywood Boulevard, Suite 735 South Tower, Hollywood, FL 33021-6755 shall serve as the President/Vice President/Secretary/Treasurer/Director.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expense incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation.

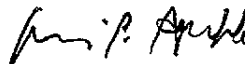


Thomas M. Kann, President and Director

1/11/01
Date

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been designated as the registered agent for the corporation at the place designated in the foregoing Restated Articles of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

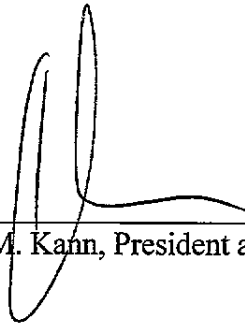


Michael P. Gable, Registered Agent

1/11/01
Date

**CERTIFICATE BY GLOBAL ENTERTAINMENT NETWORK, INC.
PURSUANT TO §607.1007(4) FLA. STAT.**

It is hereby certified that the Restated Articles of Incorporation of Global Entertainment Network, Inc. which accompany this certificate contain amendments to the articles requiring shareholder approval, and pursuant to §607.1006 Fla. Stat., it is hereby further certified that the amendments were approved by the shareholders, and that the number of votes cast for the amendments by the shareholders was sufficient for approval, and that no more than one voting group was entitled to vote on the amendments.



Thomas M. Kann, President and Director 1/11/01
date