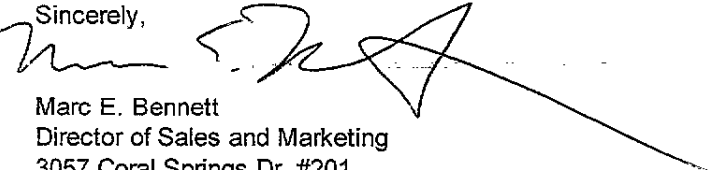


P01000054465

To whom it may concern,

Enclosed is payment of \$35.00 for an amendment to our Articles of Inc. as well as an additional \$8.50 for a copy of the revised forms.

Sincerely,



Marc E. Bennett
Director of Sales and Marketing
3057 Coral Springs Dr. #201
Coral Springs, FL 33065

Right Way Media, Inc.
Media & Interactive Solutions

Project Design, Development, Consulting and Management
www.rightwaymedia.com

Phone: 954-755-8727
Cell Phone: 954-529-3819
Fax: 954-337-2326
mailto:marc@rightwaymedia.com

800004609228--6
-09/24/01--01131--007
*****43.50 *****43.50

FILED
01 OCT 11 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRC 10-11
E



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 1, 2001

MARC E. BENNETT
3057 CORAL SPRINGS DR., #201
CORAL SPRINGS, FL 33065

SUBJECT: RIGHT WAY MEDIA, INC.
Ref. Number: P01000054465

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the **complete document**, including the **electronic filing cover sheet**.

A SECOND SET OF ARTICLES OF INCORPORATION MAY NOT BE FILED TO THE SAME CORPORATION. YOU MAY FILE A SET OF "AMENDED ARTICLES OF INCORPORATION". PLEASE RETITLE YOUR DOCUMENT. ALL CHANGES SHOULD BE CONTAINED IN THIS DOCUMENT. THERE IS NO NEED FOR THE STATEMENT OF CHANGE OF REGISTERED AGENT.

THE LAST PAGE OF AN AMENDMENT FORM MAY NOT BE ATTACHED TO AMENDED ARTICLES. PLEASE ADD A STATEMENT TO THE AMENDED ARTICLES, GIVING THE DATE OF ADOPTION AND THE MANNER OF ADOPTION.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

AMENDED ARTICLES OF INCORPORATION
OF
RIGHT WAY MEDIA, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract hereby form a corporation under the laws of the state of Florida.

A R T I C L E I
NAME

The name of the corporation shall be: RIGHT WAY MEDIA, INC.

A R T I C L E II
PRINCIPAL OFFICE

The street address of the principle office of this corporation in the State of Florida is: 3057 Coral Springs Dr. Suite 201, Coral Springs, FL 33065. The board of directors may, from time to time, move the principal office to any other address in Florida.

A R T I C L E III
PURPOSE

The purpose for which the corporation is organized is: to provide a single media solution for any person, business or entity to acquire knowledge about, or to have produced any type of passive or interactive media. These services are varied and are dictated by the type of media being created, produced and/or replicated.

A R T I C L E IV
SHARES

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares having a par value of \$1.00 per share of common stock.

All of the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the director at a meeting called for such purpose.

FILED
01 OCT 11 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A R T I C L E V
INITIAL STOCK

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED (\$500.00) DOLLARS.

A R T I C L E VI
TERM OF EXISTENCE

The corporation is to exist perpetually.

A R T I C L E VII
DIRECTOR(S)

This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall be been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote there as to authorize any such contract or transaction with like force and effect as if here were not such director or officer of such other corporation or not so interested.

ARTICLE VIII
INITIAL OFFICERS/DIRECTORS

The names and post office addresses of the members of the Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
MARC BENNETT	3057 Coral Springs Drive Suite 201 Coral Springs, FL 33065-3807

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon.

ARTICLE X
DATE OF COMMENCEMENT OF CORPORATE EXISTENCE

The date of commencement of corporate existence of this corporation shall be the date of filing with the Secretary of State.

ARTICLE XI
RESIDENT AGENT

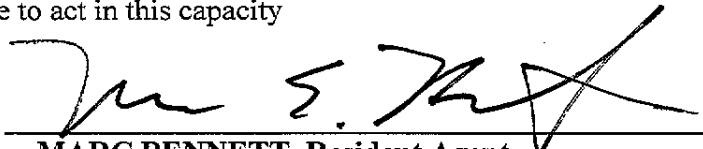
RIGHT WAY MEDIA, INC. , desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Fort Lauderdale, County of Broward, State of Florida, has named MARC BENNETT, whose address is 3057 Coral Springs Dr. #201, Coral Springs, Florida 33065, as its agent to accept service of process within this state.

ARTICLE XII
INCORPORATOR

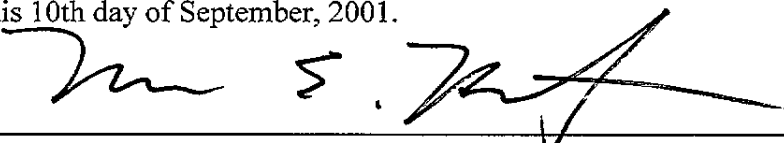
DELETED

ACKNOWLEDGMENT:

Having been named as a registered agent to accept service of process for the above stated corporation at place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

BY:  DATE: 10/8/01
MARC BENNETT, Resident Agent

IN WITNESS WHEREOF the part of these Articles of Incorporation has hereunto set their hands and seals this 10th day of September, 2001.

BY:  DATE: 10/8/01
President

THIRD: The date of each amendment's adoption: 9-7-2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of SEPTEMBER, 2001.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARC E. BENNETT

(Typed or printed name)

DIRECTOR

(Title)