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TALLAHASSEE, FLORIDA

06-27

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MARGARET O'D. RYDER
LEGAL ASSISTANT

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June 1, 2004

Tyrone Scott
Florida Secretary of State
Department of State
409 East Gaines Street
Tallahassee, FL 32399

RECHANNEL COMMUNICATIONS, INC.
CORPORATION CAPITALIZATION AND DIRECTOR CHANGES

Dear Mr. Scott:

Enclosed herein are the Articles of Amendment to the Articles of Incorporation changing the capitalization and number of directors of Rechannel Communications, Inc. Also enclosed is this firm's check in the amount of \$43.75, made payable to the Florida Secretary of State, to cover the filing fees and certified copy fee for the Amendment. Please forward the Certified Copy of the Amendment to me in the enclosed prepaid envelope.

If you have any questions, please call me at (305) 860-7362.

Sincerely,



Margaret O'D. Ryder

Enclosures
Brian S. Shapiro
Brian K. Goodkind

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
RECHANNEL COMMUNICATIONS, INC.**

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1. The name of this corporation is RECHANNEL COMMUNICATIONS, INC., a Florida corporation (the "Company"), whose principal office address is now 2525 S.W. 27th Avenue, Miami, FL 33133. The original Articles of Incorporation of the Company (the "Articles") were dated and filed with the Secretary of State, of the State of Florida, on June 11, 2001, and have not previously been amended
2. Pursuant to a unanimous vote of the shareholders of the Company at a duly authorized meeting on June 3, 2004, Paragraph 3 of Articles is hereby amended to provide for 2,000,000 authorized shares at a par value of \$0.001.
3. Also pursuant to a unanimous vote of the shareholders of the Company at the same duly authorized meeting on June 3, 2004, Paragraph 5 of the Articles is amended to provide that the number of seats on the Company's board of directors is five.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment on this 13 day of June, 2004.

RECHANNEL COMMUNICATIONS, INC.:

By: 
Brian S. Shapiro, President