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PICK-UP WAIT MAIL

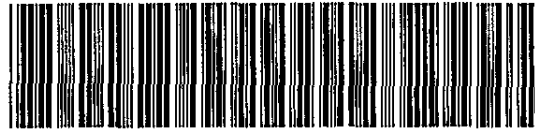
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
DRB
7/26

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: _____ Corporate Resolution _____

DOCUMENT NUMBER: _____ 02052504 _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

_____ James K. Devericks _____

(Name of Person)

_____ Titan Entertainment Inc. _____

(Name of Firm/ Company)

_____ 350 South County Rd. Suite 102 _____

(Address)

_____ Palm Beach, Florida 33480 _____

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

_____ James K. Devericks _____

(Name of Person)

at (561) 969-6588

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Titan Entertainment Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO1000080621

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article X: Forward Split of Stock

The Board of Directors have authorized and approved a forward stock split, with an effective date of May 25, 2004, which allows for a 20,000-for-1 split on all originally issued stock. All shares of Company stock have been issued. This resolution supersedes the original issue of stock on August 13, 2001, for 500 shares. The Company, upon completion of this stock split, will have 10,000,000 shares of stock authorized and 10,000,000 shares issued.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

