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FILED
02 APR 19 4 18:59
TALLAHASSEE, FLORIDA
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April 17, 2002

Bureau of Corporate Records
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Elan Entertainment, Inc.

200005308152--5
-04/19/02--01051--004
*****43.75 *****43.75

Gentlemen:

Enclosed please find Article of Amendment for the referenced corporation which needs to be filed. After completion, please return a certified copy of the Article of Amendment to my office in the stamped envelope provided. My check in the amount of \$43.75 is enclosed to cover costs.

If you should have any question, please contact me.

Very truly yours,



STEPHEN M. STONE

SMS/sb
Enclosures

DR
4/22/02

ARTICLE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ELAN ENTERTAINMENT, INC.

FILED
02 APR 19 AM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELAN ENTERTAINMENT, INC., a Florida corporation, having its principal office in Maitland, Florida, (herein called the Corporation), hereby certifies to the Secretary of State of the State of Florida that:

FIRST: Pursuant to Chapter 607, Florida Statutes, the Stockholders of the Corporation, at a meeting duly convened and held by the Stockholders on the 15th day of April, 2002, adopted a Resolution in which was set forth the following Amendment to the Articles of Incorporation of the Corporation:

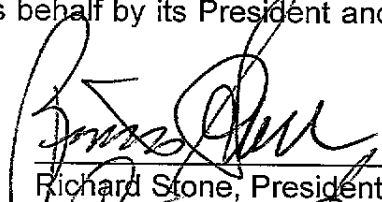
RESOLVED, that the Articles of Incorporation be amended by striking out ARTICLE III and inserting in lieu thereof the following:

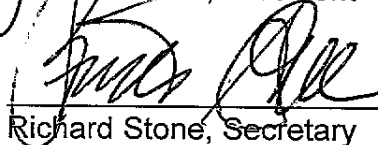
ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000,000 shares of common stock having \$0.01 par value per share.

SECOND: The Amendment to the Articles of Incorporation of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by the affirmative vote of the votes entitled to be cast thereon.

IN WITNESS WHEREOF, ELAN ENTERTAINMENT, INC., has caused these presents to be signed in its name and on its behalf by its President and Secretary this 15th day of April, 2002.


Richard Stone, President


Richard Stone, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned Notary Public, personally appeared Richard Stone, as President and Secretary of ELAN ENTERTAINMENT, INC., a Florida corporation, and in the name and on behalf of said Corporation acknowledges the foregoing Article of

Amendment to be the corporate act of said Corporation, and the said officer(s) made oath in due form of law that the Stockholders at a meeting of the Stockholders of said Corporation adopted this Amendment to the Articles of Incorporation of the Corporation and that the matters and facts set forth in said Article of Amendment are true to the best of his knowledge, information, and belief, and that I relied upon the following identification of said person: personally known.

WITNESS my hand and seal in the County and State aforesaid this 15th day of April, 2002

Sheila A. Baldy
Notary Public Signature

Sheila A. Baldy
Notary Public Printed Name
My Commission Expires:

