LAW OFFICES OF Axel Heydasch, P.A.

NEW WORLD TOWER

100 NORTH BISCAYNE BOULEVARD

SUITE 3000

MIAMI, FLORIDA 33132

AXEL HEYDASCH Attorney at Law - Rechtsunwalt Admitted to practice in Florida and New York

1000100184

TELEPHONE (305) 358-8400 TELECOPY (305) 377-0111 E-MAIL! HAES@AOL.COM

December 18, 2001

Division of Corporations P.O. Box 6327 Tallahassee, Fl 32314

Re:

Medici Media Group, Inc.

Amendment: Change of Officers

Dear Sirs,

The following is to kindly request a change of officers for the above-mentioned corporaion as stated in the enclosed amendment form and letter of resignation of corporate officer:

Ms. Felicitas Fawkes - Old President of Corporation

Ms. Katrin Belke

- New President of Corporation

For this purpose, please find attached our check in the amount of \$35.00, filing fee for this amendment.

If you have any questions, please do pet hesitate to contact the undersigned.

Encl.

vg

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

	MEDICI	MEDIA	GROUP,	INC.	
(present name)					
	(Docume:	nt Number	of Corporat	ion (If known)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

CHANGE OF OFFICERS AS FOLLOWS:

Old President: Ms. Felicitas Fawkes

New President: Ms. Katrin Belke

as per attached documents.

O1 DEC 21 AN IO 29
SECRETARY OF STATE
TAN I AN IO 29

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: November 29, 2001 .
FOURTE	I: 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.
C	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.
<u>ي</u> ز.	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 18 day of December
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)
	Axe (Perd or printed points) Axe (Perd & S.)
	Lucorprebor
	(Title)

Corporate Action by Sole Director of MEDICI MEDIA GROUP, INC.

The undersigned, being the Sole Director of Medici Media Group, Inc. hereby takes the following corporate action:

- 1. The resignation of Ms. Felicitas Fawkes as President of the corporation is accepted, effective this 29th day of November, 2001. The secretary of the corporation is instructed to file the letter of resignation in the Corporate Minute Book.
- 2. Ms. Katrin Belke is appointed as President of the corporation, effective immediately, to serve in such capacity until her successor is duly appointed and qualifies.

Dated this 29th day of November, 2001.

MARLON RENZ Director

Resignation of Corporate Office

To: Mr. Marlon Renz, Director of Medici Media Group, Inc.

This is to inform you that I am resigning from my position as President of Medici Media Group, Inc., effective immediately.

Very truly yours

Felicitas Fowles

Dated: November 29, 2001.