P02000003316

FLORIDA DEPARTMENT OF STATE

Jim Smith

Secretary of State

September 4, 2002

ODYSSEY MEDIA GROUP INC.

190 GLADES ROAD SUITE F

BOCA RATON, FL 33432

SUBJECT: ODYSSEY MEDIA GROUP INC.

Ref. Number: P02000003316

Address changed to:

5000<u>07532315</u>--

-09/05/02--01002--003 *****81.25 ***** **35.0**0

Please be advised, we have received your annual report/uniform business report for the above corporation and your check(s) totaling \$61.25; however, the report has not been filed and a copy is being returned for the following:

The initial annual report/uniform business report does not become due until January 1 of the year following the year of incorporation/qualification. The corporation should file an Amendment to change or add officers and /or directors. If the registered agent or registered office has changed, this change can also be made in the amendment. The new agent must sign and state that he is familiar with the obligations of the position. Enclosed are guidelines on filing an amendment.

If you have any questions concerning the filing of your document, please call (850) 245-6059.

Sean Toner Senior Section Administrator

Letter Number: 702A00051010

02 SEP -5 PH 9: 40
SECRETARY OF STATE

9/5/02 Amera Spayre

FILED

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

02 SEP -5 AM 9: 40 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Odyssey Media Group Inc.	
(pr	ssent name)

P02000003316

(Document Number of Corporation (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)

Article V

Remove: President, Christian Kelch

Registered Agent: Christian Kelch

Modify: CEO/President, John Walker

Address: 6167 Shadow Tree Lane

Lake Worth, FL 33463

New Registered Agent: Joel Barnes

1628 SE 7th Street

Deerfield Beach, FL 33441

I, Joel Barnes am familiar with the responsibilities ad duties as the Registered Agent

Signed

follows:

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

Add: Vice President, Joel Barnes

Address: 1628 SE 7th Street

Deerfield Beach, FL 33441

THIRD:	The date of each amendment's adoption: September 4, 2002	
FOURTH: Adoption of Amendment(s) (CHECK ONE)		
2	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 4th day of September 2002	
Signature	Distribute and the officer (Codeward by	
	(By the Chairman of the Board of Directors, President or other officer if adopted by the share officers)	
	OR	
(By a director if adopted by the directors)		
	OR	
(By an incorporator if adopted by the incorporators)		
	John Walker	
(Typed or printed name)		
	CEO	
(Title)		