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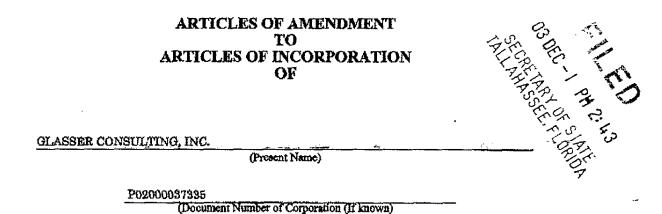


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Our telephone number is 888-651-8283 and we currently reside at:

3219 S. Port Royale Dr. Suite G, Fort Lauderdale, FL 33308

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION



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:

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

ARTICLE I IS DELETED IN ITS ENTIRETY AND REPLACED WITH THE FOLLOWING LANGUAGE: "THE NAME OF THE CORPORATION SHALL BE: GCI MEDIA, INC."

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:

NOT APPLICABLE

THIRD: 1	he date of each amendment's adoption: 11/24/03		
FOURTH:	Adoption of Amendment(s) (CHECK ONE)		
Ø	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 24 day of NOVEMBER , 2003		
	Signature: (By a diperior, president or other officer - if directors or officers have not been adjected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary, by that fiduciary.)		
	JOSHUA GLASSER (Typed or printed name of person signing)		
	PRESIDENT/DIRECTOR/SOLE SHAREHOLDER. (Tule of person signing)		

FILING FEE: \$35