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BASIC AMENDMENT

VANGUARD ENTERTAINMENT & ENTERPRISES, INC.

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Amendment
08/09/02 DC

TOTAL P.02
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(2)

ARTICLES OF AMENDMENT TO
AMENDMENT ARTICLES OF INCORPORATION
VANGUARD ENTERTAINMENT & ENTERPRISES, INC.

Pursuant to the provision of chapter 607, Florida Statutes the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation filed on May 15, 2002.

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FIRST: The name of the directors and allocation of shares of the Corporation are amended as follows:

| | SHARES |
|---|--------|
| TO: Michael St.Claire. - President/Treasurer 3439 Cleveland Street Hollywood Hills, Florida 33021 | 80% |
| Ethlyn St.Claire - Secretary 3439 Cleveland Street Hollywood Hills, Florida 33021 | 20% |
| FROM: Michael St.Claire - President/Treasurer 3439 Cleveland Street Hollywood Hills, Florida 33021 | 95% |
| Robert Smith - Secretary 430 SW 122 Ave. Pembroke Pines, Florida 33025 | 5% |

SECOND: The amendment was adopted by the Board of Directors on the 8 day of August, 2002 with the full consent and unanimous approval of all shareholders entitled to vote.

THIRD: The amendment was adopted by the shareholders on the 8 day of August, 2002.

VANGUARD ENTERTAINMENT & ENTERPRISES, INC.


MICHAEL ST.CLAIRE- President

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