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BASIC AMENDMENT

WET DOG MEDIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

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Corporate Filing

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Amendment
02/24/04
DC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WET DOG MEDIA, INC.**

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Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation does hereby adopt these Articles of Amendment to its Articles of Incorporation, and the undersigned officer does hereby certify individually and on behalf of the undersigned corporation as follows:

1. The name of the corporation is Wet Dog Media, Inc. (the "Corporation"). The Articles of Incorporation of this Corporation were filed by the Department of the State of Florida and became effective on June 27, 2003.
2. A new Article IV to the Articles of Incorporation of this Corporation shall be as follows:

"ARTICLE IV - AUTHORIZED SHARES OF STOCK"

The aggregate number of shares of stock that this Corporation shall have authority to issue shall be ten million (10,000,000) shares, all of which shall be Common Stock, with a par value of \$.001 per share.

Every holder of Common Stock shall be entitled to one vote in person or by proxy for each share of Common Stock standing in his, her or its name on the transfer books of the Corporation, in connection with all matters submitted to a vote of shareholders. The holders of Common Stock shall vote together as a single voting group on all matters submitted to a vote of the holders of Common Stock.

The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, *provided* that required dividends on the Preferred Stock, if any, have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of this Corporation, the assets and funds of this Corporation available for distribution to shareholders, and remaining after the payment to holders of Preferred Stock, if any, of the amounts to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

The holders of Common Stock of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any Preferred Stock or additional Common Stock issued by this Corporation, from and after the issuance of the shares originally subscribed for by the shareholders of this Corporation, whether such additional shares be issued for cash, property,

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services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

The consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable."

3. This Amendment was recommended by the Board of Directors to the Corporation's shareholders on February 20, 2004.
4. February 20, 2004, the holders of outstanding shares of Common Stock of the Corporation, the only class of securities authorized and outstanding, unanimously adopted this amendment to the Corporation's Articles of Incorporation by written consent. The number of votes cast for the amendment by the shareholders was sufficient for approval.

[Signature Page Follows.]

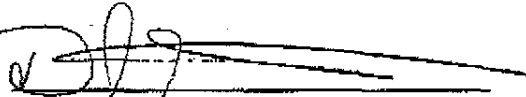
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IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to the Articles of Incorporation to be executed this 20th day of February, 2004.

WET DOG MEDIA, INC.

By: 
Dawna Stone, Its President

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