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POWLER WHITE THACKER

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Division of Corporations

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BASIC AMENDMENT

15 MINUTES OF FAME, INC.

Certificate of Status	0
Certified Copy	1
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
15 MINUTES OF FAME, INC.**

**ARTICLE I.
Name**

The name of the corporation (hereinafter referred to as the "Corporation") is:

15 Minutes of Fame, Inc.

**ARTICLE II.
Principal Offices and Mailing Address**

The principal office and mailing address of the Corporation is 4705 95th Street North, Suite B, St. Petersburg, Florida 33708.

**ARTICLE III.
Capital Shares**

The Corporation shall have authority to issue Ten Million (10,000,000) common shares of capital stock with a par value of \$.01 per share.

**ARTICLE IV.
Purpose**

The purpose for which this Corporation is organized is to engage in any lawful act, activity, or business permitted under the laws of the United States or the State of Florida.

**ARTICLE V.
Board of Directors**

The number of directors of the corporation shall such number as from time to time fixed by, or in the manner prescribed by, the bylaws of the Corporation.

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ARTICLE VI.
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholder for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Amended and Restated Articles of Incorporation of which this Article VI is a part to authorized corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII.
Amendment

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restate Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privileges, and discretionary authority granted or confessed herein upon shareholder or directors are granted or confessed subject to this reservation.

[Signature Page Next]

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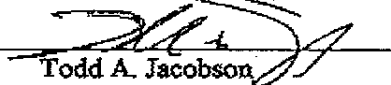
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The Corporation has caused these Amended and Restated Articles of Incorporation to be executed on this 19 day of November, 2003.

15 MINUTES OF FAME, INC.,
a Florida corporation

By: 
Todd A. Jacobson
Chief Executive Officer

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**CERTIFICATE ACCOMPANYING
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
15 MINUTES OF FAME, INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, it is hereby certified that:

FIRST: The name of the corporation is 15 Minutes of Fame, Inc. (the "Corporation").

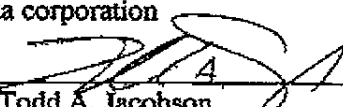
SECOND: The Amended and Restated Articles of Incorporation that this certificate accompanies contain amendments to the Corporation's articles of incorporation that required shareholder approval.

THIRD: The Amended and Restated Articles of Incorporation were duly approved and adopted in accordance with Section 607.1003 of the Florida Business Corporation Act on November 19, 2003 by the unanimous vote of the board of directors of the Corporation, and on November 19, 2003 by the holders of the Corporation's common shares representing the number of votes sufficient to approve the Amended and Restated Articles of Incorporation of the Corporation and the amendments contained therein. No other voting group was entitled to vote on the amendments.

FOURTH: The following Amended and Restated Articles of Incorporation shall be the articles of incorporation of the Corporation.

Dated November 19, 2003.

15 MINUTES OF FAME, INC.,
a Florida corporation

By: 
Todd A. Jacobson
Chief Executive Officer