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Amend.

LARRY LEGEL, CPA

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LEGELCPA@BELLSOUTH.NET

June 15, 2005

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: PURE ENTERTAINMENT, INC.
Articles of Amendment and Corporate Resolution

To Whom It May Concern:

Enclosed please find the Articles of Amendment and Corporate Resolution requesting a change in shares.

Please find check for \$35 for filing the Articles of Amendment.

Sunshine,

Larry Legel, CPA
Larry Legel, CPA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PURE ENTERTAINMENT, INC.**

May 26, 2005

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PURE ENTERTAINMENT, INC., being a corporation properly authorized to do business in the State of Florida, having been incorporated on August 25, 2003, does hereby amend the Articles of Incorporation as follows:

PURE ENTERTAINMENT, INC. is changing the authorized common shares from 1,000,000 to 100,000,000 shares. The Board of Directors adopted the Articles of Amendment and shareholder approval is not required.



Joseph Safina, Director

STATE OF FLORIDA

SS:

COUNTY OF BROWARD

Before me, the aforesaid Notary Public, personally appeared Joseph Safina who produced his drivers license as identification and is personally known by me to be the person described in the foregoing Amendment to the Articles of Incorporation and who acknowledged before me that he executed the same this 26th day of MAY, 2005.





NOTARY PUBLIC

CORPORATE RESOLUTION

A meeting of the Board of Directors of PURE ENTERTAINMENT, INC. was held May 26, 2005. In attendance was the director Joseph Safina. At the meeting the following Resolution was passed.

RESOLVED that effective immediately the Corporation shall change its authorized shares from 1,000,000 to 100,000,000 common shares and shall notify the State of Florida and receive permission accordingly. Shareholder approval is not required.

There being no further business, the meeting was adjourned.



Joseph Safina, Director