

P03000104069

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

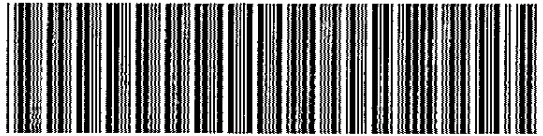
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400040669384

*Amend
T. Lewis*

11/18/04--01005--011 **35.00

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04 NOV 18 PM 1:44
RECEIVED
FALLS CHURCH VA

LITTMAN, SHERLOCK & HEIMS, P.A.
ATTORNEYS AT LAW

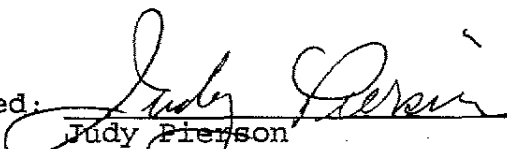
To: Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Date: November 16, 2004
Subject: Cool Entertainment
P03000104069

Attention: Thelma Lewis

Per your request we are submitting our check #32107 in the amount of \$35.00 in payment of the Amendment Filing Fee for this corporation. You are holding the document awaiting our check. Sorry for the confusion, but your office originally told us that this could be deducted from our account with you.

Signed:


Judy Pierson
Accounting Supervisor

P.O. Box 1197, STUART, Florida 34995
PHONE (772) 287-0200 FAX (772) 283-1010

LITTMAN, SHERLOCK & HEIMS, P.A.
ATTORNEYS AT LAW

To: Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Date: November 4, 2004

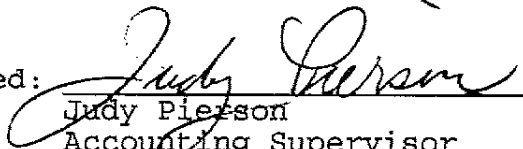
Re: Cool Entertainment, Inc.

Enclosed is Amendment to Articles of Incorporation of
Cool Entertainment, Inc.

This is being mailed with original signatures per your
instructions.

The \$35.00 fee should be deducted from our Account
#I19980000097.

Signed:


Judy Pierson
Accounting Supervisor

P.O. Box 1197, STUART, Florida 34995
PHONE (772) 287-0200 FAX (772) 283-1010

FILED
04 NOV 18 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
OF COOL ENTERTAINMENT, INC.
A FLORIDA CORPORATION

The undersigned, constituting all the directors of COOL ENTERTAINMENT, INC., organized and existing under the laws of the State of Florida, at a meeting of said corporation duly called on July 30, 2004, adopted the following Resolution:

RESOLVED:

That an additional 500 shares of preferred stock and an additional 1,000 shares of common stock shall be authorized, and, to that end, the first paragraph of Article IV of the Articles of Incorporation be, and the same is hereby amended to read as follows:

“ARTICLE IV. CAPITAL STOCK

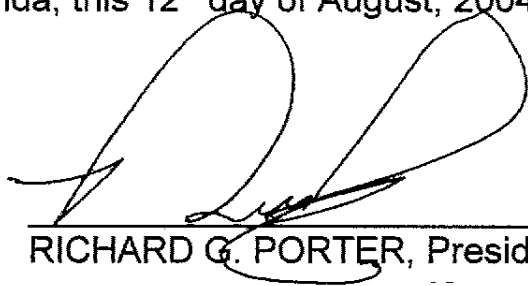
This corporation is authorized to issue 101,500 shares of all classes of stock, of which 1,500 shares shall be a class designated as “preferred stock” without par value and 100,000 shares shall be a class designated as “common stock” without par value.

RESOLVED FURTHER:

That the President and Secretary of this corporation are hereby authorized and directed to make, execute and acknowledge an amendment under the corporate seal of this corporation, embracing the foregoing resolution, and to cause such amendment to be filed and recorded in the Office of the Secretary of State of Florida in the manner required by Florida Statutes.

The foregoing Amendment was adopted at a meeting attended by all shareholders and directors of the corporation held on July 30, 2004, at which a quorum was present, and in accordance with the bylaws of the corporation.

DATED at Stuart, Florida, this 12th day of August, 2004.



RICHARD G. PORTER, President

ATTEST:



Michiko Anzai Porter, Secretary