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TICKETS AND FUN, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TICKETS AND FUN, INC.**

The following provisions of the Articles of Incorporation of Tickets and Fun, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on November 8, 2006 under document number P06000141470, be and they are hereby amended as shown below:

1. Paragraph 7.1 of Article 7 of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SIXTY THOUSAND (60,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.

The foregoing amendment was adopted by a Joint Consent Action of the Shareholders and the Board of Directors of the Corporation, dated the 5th day of February, 2009. The number of votes cast by the shareholders in favor of the foregoing amendment was sufficient to approve the foregoing amendment.

IN WITNESS WHEREOF, the undersigned being the President of this Corporation, has executed these Articles of Amendment on this 5th day of February, 2009.


Andrew Keen, President

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