CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Exotic Video City, Inc

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___ Art of Inc. File ___
___ LTD Partnership File ___
___ Foreign Corp. File ___
___ L.C. File ___
___ Fictitious Name File ___
___ Trade/Service Mark ___
___ ~~Merger File~~ ___
✓ Art. of Amend. File ___
___ RA Resignation ___
___ Dissolution / Withdrawal ___
___ Annual Report / Reinstatement ___
___ Cert. Copy ___
✓ Photo Copy ___
___ Certificate of Good Standing ___
___ Certificate of Status ___
___ Certificate of Fictitious Name ___
___ Corp Record Search ___
___ Officer Search ___
___ Fictitious Search ___
___ Fictitious Owner Search ___
___ Vehicle Search ___
___ Driving Record ___
___ UCC 1 or 3 File ___
___ UCC 11 Search ___
___ UCC 11 Retrieval ___
___ Courier ___

FILED
98 MAY 28 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAY 28 AM 11:44
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

File second

5/28 Jon Amend + name change

Signature

Requested by: Cle1 5.28 1114
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
EXOTIC VIDEO CITY, INC.

THE UNDERSIGNED, being the sole director and president of Exotic Video City, Inc., does hereby amend its Articles of Incorporation as follows:

ARTICLE I
CORPORATE NAME

The name of the Corporation shall be EVC Ventures, Inc.

ARTICLE II
PURPOSE

The Corporation shall be organized for any and all purposes authorized under the laws of the state of Florida.

ARTICLE III
PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IV
SHARES

The capital stock of this corporation shall consist of 50,000,000 shares of common stock, $.001 par value.

ARTICLE V
PLACE OF BUSINESS

The address of the principal place of business of this corporation in the State of Florida shall be 7695 S.W. 104th Street, Suite 210, Miami FL 33156. The Board of Directors may at any time and from time to time move the principal office of this corporation.

ARTICLE VI
DIRECTORS AND OFFICERS

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall be not be less than one (1) and, subject to such minimum may be increased or decreased from time to time in the manner provided in the By-Laws.

ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to these Articles of Incorporation or by a resolution of the board of Directors.

ARTICLE VIII
AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Corporation Act notwithstanding, bylaws shall not be adopted, modified, amended or repealed by the shareholders of the Corporation except upon the affirmative vote of a simple majority vote of the holders of all the issued and outstanding shares of the corporation entitled to vote thereon.

ARTICLE IX
SHAREHOLDERS

9. I. Inspection of Books. The board of directors shall make reasonable rules to determine at what times and places and under what conditions the books of the Corporation shall be open to inspection by shareholders or a duly appointed representative of a shareholder.

9.2. Control Share Acquisition. The provisions relating to any control share acquisition as contained in Florida Statutes now, or hereinafter amended, and any successor provision shall not apply to the Corporation.

9.3. Quorum. The holders of shares entitled to one-third of the votes at a meeting of shareholder's shall constitute a quorum.

9.4. Required Vote. Acts of shareholders shall require the approval of holders of 50.01% of the outstanding votes of shareholders.

ARTICLE X
LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its By-Laws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at this corporation's expense, policies of insurance.

ARTICLE XI
CONTRACTS

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any officer or director of this corporation is such other party or is, or at some time in the future becomes, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on May 27, 1998 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on May 27, 1998.

Eric P. Littman, Sole Director

The foregoing instrument was acknowledged before me on May 27, 1998, by Eric P. Littman, who is personally known to me.

Notary Public

My commission expires:

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