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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: FRIENDLY INTERACTIVE TECHNOLOGIES, INC.

AUDIT NUMBER.....H97000006803

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 3

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1997

FRIENDLY INTERACTIVE TECHNOLOGIES, INC.
1820 N UNIVERSITY DR
SUITE 214
PLANTATION, FL 33322US

SUBJECT: FRIENDLY INTERACTIVE TECHNOLOGIES, INC.
REF: P94000093983

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Steven Harris
Corporate Specialist

FAX Aud. #: H97000006803
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(3)

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
FRIENDLY INTERACTIVE TECHNOLOGIES, INC.,
A FLORIDA CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 28 AM 11:00

Pursuant to provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article III - Capital Stock is amended to read as follows:

The maximum number of shares of stock that this corporation has authorized to have outstanding at any one time is one million (1,000,000) shares of common stock having a par value of \$0.01 per share.

SECOND: The President of the corporation having discovered that through clerical error the Articles of Incorporation of Friendly Interactive Technologies, Inc. provided for one thousand (1,000) shares of common stock having a par value of \$1.00 per share instead of the intended one million (1,000,000) shares of common stock having a par value of \$0.01 per share and no stock having been issued pending the filing of Articles of Amendment to correct the error in the number of shares and the par value, it is therefore unnecessary to provide for an exchange,

H. ALAN TUCKER, ESQ.
5602 TYLER ST.
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(954) 981-7171
FBN. 129842

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reclassification or cancellation of issued shares and provisions for implementing the exchange, reclassification or cancellation of same.

THIRD: The date of the Amendment's adoption is April 7, 1996.

FOURTH: The Amendment was adopted by the Board of Directors and incorporator without shareholder action and shareholder action was not required.

signed on this 7 day of April, 1997.


JEAN PIERRE GERBAULET, Chairman of
the Board of Directors and President


ROBERT A. SMOLEY, Incorporator

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