

Division of Corporations

P95000028128

Florida Department of State  
Division of Corporations  
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## BASIC AMENDMENT

SUCCESS DEVELOPMENT INTERNATIONAL, INC.

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Amendment

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Division of Corporations

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 16, 1999

SUCCESS DEVELOPMENT INTERNATIONAL, INC.  
9799 ST AUGUSTINE RD  
JACKSONVILLE, FL 32257

SUBJECT: SUCCESS DEVELOPMENT INTERNATIONAL, INC.  
REF: P95000028128

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Darlene Connell  
Corporate Specialist

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DIVISION OF CORPORATIONS

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**ARTICLES OF AMENDMENT TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUCCESS DEVELOPMENT INTERNATIONAL, INC.**

These Articles of Amendment to Amended and Restated Articles of Incorporation are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Amended and Restated Articles of Incorporation of Success Development International, Inc., and in connection therewith, the undersigned officer, acting upon authority of the Board of Directors of Success Development International, Inc., and upon authority of the holders of a majority of the shares entitled to vote on said amendment, hereby set forth as follows:

1. The name of this corporation is Success Development International, Inc.
2. The Amended and Restated Articles of Incorporation of Success Development International, Inc. are hereby amended as follows:

**I.**

Article I has been amended by deleting Article I in its entirety and by substituting in lieu thereof the following Article:

**"ARTICLE I. NAME AND ADDRESS**

The name of the Corporation is International Media Holdings, Inc. The duration of the Corporation is perpetual."

**II.**

Article V has been amended by deleting Article V in its entirety and by substituting in lieu thereof the following Article:

**"ARTICLE V. CAPITAL STOCK**

The total number of shares of capital stock which the Corporation has the authority to issue is Five Hundred Million (500,000,000) shares of Common Stock ("Common Stock") \$.001 par value per share."

Prepared by:  
Bob Shaffer, Esquire  
Milam Otero Larsen Dawson & Traylor, P.A.  
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Jacksonville, Florida 32202  
(904) 798-3700  
Fla Bar ID 0077860

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## III.

Article VIII(1)(A) has been amended by deleting Article VIII(1)(A) in its entirety and by substituting in lieu thereof the following Article:

"(1)(A) In addition to any affirmative vote required by law or these Articles of Incorporation, and except as otherwise expressly provided in paragraph 2 of this Article, any Business Combination (as defined in subparagraph (B) of this paragraph 1) shall require the affirmative vote of the holders of at least fifty-one percent (51%) of the outstanding Common Stock entitled to vote thereon (the "Voting Stock"). Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law or in any agreement with any national securities exchange or otherwise."

## IV.

Article VIII(5) has been amended by deleting Article VIII(5) in its entirety and by substituting in lieu thereof the following Article:

"(5) Notwithstanding any other provisions of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, these Articles of Incorporation or the Bylaws of the Corporation), the affirmative vote of the holders of fifty-one percent (51%) or more of the shares of Voting Stock shall be required to alter, amend or adopt any provisions inconsistent with, or to repeal, this Article."

3. In accordance with Florida Statute Section 607.1003, the referred to amendments were adopted by the Board of Directors on February 26, 1999, and were adopted on March 9, 1999 by the holders of a majority of the shares entitled to vote thereon in accordance with Florida Statutes Section 607.0704. The number of votes cast for the amendments by the stockholders is sufficient for approval of the amendments by all voting groups of the Corporation.

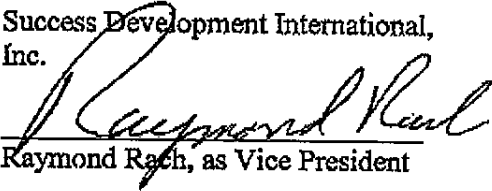
4. Upon the filing of these Articles of Amendment to the Amended and Restated Articles of Incorporation by the Department of State, the above referred to amendments shall become effective and the Amended and Restated Articles of Incorporation of Success Development International, Inc. shall be deemed amended accordingly.

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DATED this 15<sup>th</sup> day of March, 1999.

Success Development International,  
Inc.

  
Raymond Rach, as Vice President

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