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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 The Outlet Mall Network Amend

(Corporation Name)

(Document #)

2 \_\_\_\_\_

(Corporation Name)

(Document #)

3 \_\_\_\_\_

(Corporation Name)

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☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR  
PICKUP BY  
UCC SERVICES**

Examiner's Initials

FILED  
97 JUN 30 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 30 PM 4:21

**AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE OUTLET MALL NETWORK, INC.**

**FILED**  
97 JUN 30 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is The Outlet Mall Network, Inc. (the "Corporation").
2. By resolution adopted on June 10, 1997, the Corporation's Board of Directors approved this Amendment to effectuate a two-for-three reverse split of all authorized and all outstanding shares of the Corporation's stock and to then increase the authorized shares of the Corporation's Class B Common Stock and recommended this Amendment to the Corporation's Shareholders for adoption and approval.
3. The class or series and number of shares subject to the reverse split pursuant to this Amendment and the number of shares into which the shares are to be combined are as follows:

The capital stock of the Corporation is being combined on a two for three basis to wit: the Corporation's authorized 21,000,000 shares shall be reduced to 14,000,000 shares as follows: (i) the 8,000,000 shares of Class A Preferred Series 1995 having \$1.00 par value shall be reduced to 5,333,333 shares having a par value of \$1.50; (ii) the 3,000,000 shares of Class A Common Stock having a par value of \$0.01 shall be reduced to 2,000,000 shares having a par value of \$0.015, and (iii) the 10,000,000 shares of Class B Common Stock having a par value of \$0.01 shall be reduced to 6,666,667 shares having a par value of \$0.015 ("Share Combination"). The aforescribed Share Combination shall not alter any proportionate rights or obligations of the shares of any Class, and all designations, voting powers, preferences, privileges, limitations and relative rights of the above Classes of stock as set forth in the Corporation's Articles of Incorporation shall be deemed to be proportionately adjusted in accordance with this Share Combination.

4. Immediately following the Share Combination, the authorized stock of the Corporation shall be increased by 8,333,333 shares in order that the authorized shares of Class B Common Stock may be increased to 15,000,000 shares at the post-split par value of \$0.015 per share. Accordingly, upon the effective date of this Amendment, the Corporation shall have a total of 22,333,333 authorized shares consisting of 5,333,333 shares of Class A Preferred Series 1995 having a par value of \$1.50, 2,000,000 shares of Class A Common Stock having a par value of \$0.015, and 15,000,000 shares of Class B Common Stock having a par value of \$0.015.
5. Pursuant to this Amendment, the aforescribed Share Combination and increase in authorized shares of Class B Common Stock shall become effective upon the date this Amendment to Articles of Incorporation of the Corporation is filed with the Florida Department of State and upon such date, all outstanding shares of the Corporation's Capital Stock shall automatically and without any action on the part of the holder thereof, be reclassified and changed decreasing on a three-to-two basis with the proportional increase in par value for each respective

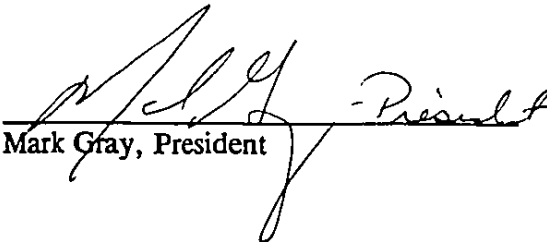
Class. In addition, all rights to acquire shares of the Corporation's stock by option, debenture, warrant or other agreement outstanding on the date this Amendment to the Articles of Incorporation of the Corporation is filed shall automatically be proportionately adjusted on a three-to-two basis so that the number of shares to be purchased is proportionately reduced and the purchase price per share is proportionately increased.

6. This Amendment was adopted and approved by the holders of the Corporation's: (i) Class A Preferred Series 1995 on June 27, 1997; (ii) Class A Common Stock on June 27, 1997; and (iii) Class B Common Stock on June 27, 1997, which are the only three groups of the Corporation's Shareholders entitled to vote on the Amendment, and the number of votes from each group in favor of the Amendment was sufficient for approval. The vote for approval was obtained by written consent action by the Shareholders without a meeting, and the Shareholders' written consent has been given in accordance with the provisions of Florida Statutes Section 607.0704.

IN WITNESS WHEREOF, The Outlet Mall Network, Inc. has caused these Articles of Amendment to be executed on this 27<sup>th</sup> day of June 1997.

THE OUTLET MALL NETWORK, INC.

By:

-President  
Mark Gray, President