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BASIC AMENDMENT

AEROGAME.COM, INC.

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ARTICLES OF AMENDMENT**Article I. Name**

The name of this Florida corporation is:
Aerogame.com, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:
Article 3.

The Corporation shall have the authority to issue 50,000,000 shares of common stock, par value \$0.001 per share.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on
April 7, 1999.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Aerogame.com, Inc.

By: J. Paul Hines

Name: J. Paul Hines

Title: President

Date: April 7th, 1999

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0688

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