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August 31, 1998

Florida Department of State
Division of Corporations
Amendment Filing Section
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

Enclosed, please find Amendment #4 to Articles of Incorporation of World Media Holding Company.

Also, please find check No. 1009 for \$95.50 as follows:

1. Amendment Filing Fee	\$35.00
2. Certified Copy	\$52.50
3. Certificate of Status	\$ 8.00
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	\$95.50

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*****95.50 *****95.50

Please, expedite this request A.S.A.P.

Yours Sincerely,
World Media Holding Company

A handwritten signature in black ink, appearing to read "Al Esguerra".

Al Esguerra

FILED
98 SEP -4 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEL SEP 1 0 1998

**AMENDMENT TO
CERTIFICATE AND ARTICLES OF INCORPORATION OF
WORLD MEDIA HOLDING COMPANY**

FILED
SEP - 4 AM 10:14
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned being all of the shareholders of WORLD MEDIA HOLDING COMPANY, joined by all the directors of the corporation, hereby manifest their intention that an amendment be made to Articles III - Capital Stock and Article VII - Initial Directors of the Articles of Incorporation of WORLD MEDIA HOLDING COMPANY filed on the 11th day of December, 1995, with the Department of State of Florida, and that said amendment be filed in compliance with the provisions of Section 607.187 of the Florida statutes.

Said Article III and Article VII of the Articles of Incorporation shall be amended to read as follows:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 6,150,000 shares of voting common stock, each share having no par value.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued, All shares issued shall be fully paid and non-assessable.

ARTICLE VII - INITIAL DIRECTORS

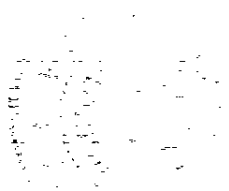
The names and street address of the Board of Directors, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Al Esguerra	13050 SW 105 Avenue Miami, FL 33176	Chairman/Secretary/Director
George Esguerra	13050 SW 105 Avenue Miami, FL 33176	President/Treasurer/Director

IN WITNESS WHEREOF, WORLD MEDIA HOLDING COMPANY, has caused this Certificate to be executed by its officers thereunto duly authorized and its corporate seal to be hereunto affixed this 20th day of August, 1998.

WORLD MEDIA HOLDING COMPANY

[CORPORATE SEAL]



A handwritten signature in dark ink, appearing to read "Al Esguerra", is written over a horizontal line.

AL ESGUERRA
CHAIRMAN/SECRETARY

A handwritten signature in dark ink, appearing to read "George Esguerra", is written over a horizontal line.

GEORGE ESGUERRA
PRESIDENT/TREASURER

WM-AMENDMENT 4
8/20/98