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NAME: CYBERTAINMENT SYSTEMS CORP.

AUDIT NUMBER.....H96000017859

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF CYBERTAINMENT SYSTEMS CORP.

FILE NUMBER: 0435.001

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CYBERTAINMENT SYSTEMS CORP.

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TALLAHASSEE, FLORIDA

The Articles of Incorporation of Cybertainment Systems Corp., a Florida corporation (the "Corporation"), are hereby amended as follows:

Articles Three, Four, Five, Seven, and Eight are each deleted in their entirety and substituted by the following:

ARTICLE THREE

CAPITAL STOCK

The maximum number of shares of stock that this Corporation shall be authorized to issue and have outstanding at any one time shall be 12,000,000 shares, which are to be divided into two classes as follows:

10,000,000 shares of common stock, par value \$.0001 per share; and

2,000,000 shares of preferred stock, par value \$.0001 per share.

The preferred stock may be created and issued, from time to time, in one or more series and with such designations, rights, preferences, privileges and restrictions as shall be stated and expressed in the resolution(s) providing for the creation and issuance of such preferred stock as may be adopted from time to time in the sole discretion of the Board of Directors pursuant to the authority in this paragraph given.

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Jay Valinsky, Esq. FLA BAR NO. 625019

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ARTICLE FOUR

AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE FIVE

CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE SEVEN

INDEMNIFICATION

This Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

ARTICLE EIGHT

INCORPORATOR

The name and address of the incorporator is:

Bruce Bechtold
1200 South Congress Avenue
Suite 49 WH
West Palm Beach, Florida 33406

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12-18-96 10:03AM FROM KIPNIS TESCHER

TO 15819869134

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The Articles of Incorporation are further amended as follows:

Articles Nine and Ten are each deleted in their entirety.

The foregoing was adopted by the written consent of the Directors and all the shareholders of the Corporation pursuant to Sections 607.0821 and 607.0704, Florida Statutes as of November 11, 1996. The number of votes cast for the amendment by the shareholders was sufficient for approval.

Dated December 11, 1996.


Bruce Bechtold, President

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