

**P 9600003 9664**  
**International Resorts and Entertainment Group, Inc.**  
**Resort Marketing, Television Production, Public Relations and Advertising**

March 18, 1998

State of Florida  
Department of Corporate Records  
409 East Gaines Street  
Tallahassee, Florida 32399

200002469622-9  
-03/26/98--01095-001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

To Whom It May Concern,

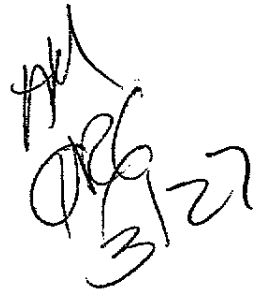
Please find enclosed Amendments to Articles of Incorporation for International Resorts and Entertainment Group, Inc., a Consent for Action and a check in the amount of thirty-five dollars [\$35.00] for the recording fee. Should you have any questions concerning this matter, please contact me at 407-805-9131.

Thank you.

Sincerely

  
Deborah Gniadek / Treasurer

**FILED**  
98 MAR 26 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL RESORTS AND ENTERTAINMENT GROUP, INC.

THE UNDERSIGNED, being President of, INTERNATIONAL RESORTS AND  
ENTERTAINMENT GROUP, INC. does hereby amend its Articles of Incorporation as follows:

ARTICLE IV

**CAPITAL STOCK**

Effective upon the date of the filing of this amendment, the capital stock of this Corporation shall consist of 100,000,000 shares of authorized common stock, having a par value of \$.001.

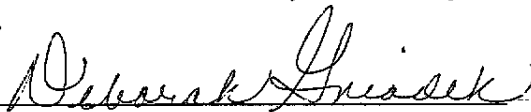
I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on February 27, 1998 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereto subscribed to and executed this Amendment to Articles of Incorporation this 27<sup>th</sup> day of February, 1998.

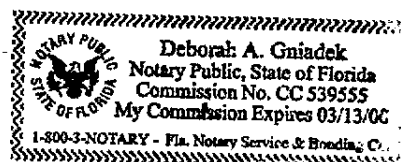
  
Joey DiFrancesco, President

State of Florida  
County of Seminole

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of February, 1998, by Joey DiFrancesco, who is personally known to me.

  
Deborah Gniadek, Notary

My commission expires : 3/13/2000



**CONSENT OF ACTION OF DIRECTORS AND MAJORITY SHAREHOLDERS OF  
INTERNATIONAL RESORTS AND ENTERTAINMENT GROUP, INC.**

*The undersigned, being Director and majority shareholder of International Resorts and Entertainment Group, Inc., a Florida Corporation [hereinafter the Company] does hereby unanimously consent to the following actions taken and done at 1:30 p. m. on this 27<sup>th</sup> day of February, 1998, pursuant to applicable Florida Statutes.*

**RESOLVED:** *The capital stock of this Corporation shall consist of 100,000,000 shares of authorized common stock, having a par value of \$.001.*

*There being no further business, the meeting was adjourned.*

A handwritten signature in black ink, appearing to read "Joey DiFrancesco", is written over a horizontal line.

*Joey DiFrancesco / on behalf of  
International Resorts and Entertainment Group, Inc.*