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April 28, 1997

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-04/30/97-01092-013  
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Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Future World, Inc.

Dear Sirs:

Enclosed please find the Amendment to the Articles of Incorporation for Future World, Inc., a check to cover the filing fee and a copy of the Amendment to be stamped and returned to us in the self addressed stamped envelope.

If you are in need of any additional information please feel free to contact me.

Very truly yours,

LAW OFFICES OF FRANK FREEMAN

*Bernadette Keiper*  
Bernadette Keiper, CLA

FILED  
97 APR 30 PM 2:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend  
LFF  
5-7-97*

FILED

Amendment to Articles of Incorporation  
FUTURE WORLD T.V., INC.

97 APR 30 PM 2: 35

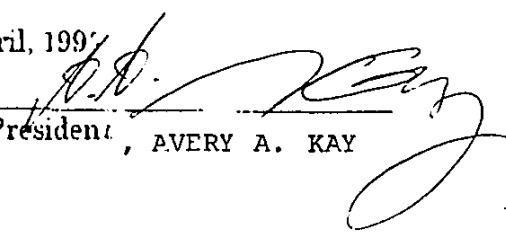
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

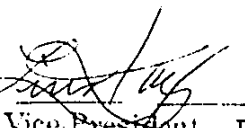
The undersigned, President and Secretary of FUTURE WORLD T.V., INC., due hereby certify that at a joint meeting of the Directors and Stockholders of FUTURE WORLD T.V., INC., (all of said Directors and Stockholders being present) held at the company's office in Miami, Florida at 12:00 Noon on the 16th day of April, 1997, said meeting having been duly noticed and properly called, in accordance with the By-Laws of the corporation. The following resolutions amending the Articles of Incorporation were unanimously passed:

On motion duly made and seconded it was unanimously resolved that Article IV of the Articles of Incorporation being the same are hereby amended so that the former Article IV is stricken and replaced as follows:

"The aggregate number of shares of stock which the corporation shall have authority to issue is Fifty Million (50,000,000) shares of common stock, par value \$.01."

CERTIFIED this \_\_\_ day of April, 1997

  
President, AVERY A. KAY

Attested   
Vice-President, LINA KAY

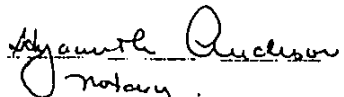
State of Florida

ss.

County of Dade

BEFORE ME that the foregoing Amendment to Articles of Incorporation of FUTURE WORLD T.V., INC., a Florida corporation was executed by Avery Kay and LINA KAY as President and Vice-President, respectfully of FUTURE WORLD T.V., INC., a Florida corporation, who are personally known to me, and who have read the foregoing Amendment and state that the facts contained herein are true and correct to the best of their knowledge.

SWORN AND AVERS as follows this 17<sup>th</sup> day of April, 1997 in Miami, Dade County, Florida.

  
Notary

