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MINTMIRE & ASSOCIATES
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April 22, 1999

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 APR 26 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Kessler & Associates Entertainment Management Incorporated/Articles of Amendment

400002852124--9
-04/26/99--01140--004
*****43.75 *****43.75

Gentlemen:

Enclosed you will find Articles of Amendment to the Articles of Incorporation for Kessler & Associates Entertainment Management Incorporated. for filing. Also enclosed is a check in the amount of \$43.75 which represents the following:

\$35.00 filing fee
\$8.75 certified copy fee

If you have any questions or require additional information, please call me at 561-832-5696.

Very truly yours,

Donald F. Mintmire

Donald F. Mintmire

DFM/lrl
Encls.

Amend.

JB

MAY 3 1999

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION FOR

KESSLER & ASSOCIATES ENTERTAINMENT MANAGEMENT
INCORPORATED

FIRST: Amendment(s) adopted, amended or deleted.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having a par value of \$.0001 and 10,000,000 shares of preferred stock, with the specific terms, conditions, limitations, and preferences to be determined by the Board of Directors without shareholder approval.

To be amended as follows:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock having a par value of \$.001 and 10,000,000 shares of preferred stock, with the specific terms, conditions, limitations, and preferences to be determined by the Board of Directors without shareholder approval.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provision for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment adoption is April 22, 1999.

FOURTH: Adoption of Amendment(s):

The amendment(s) were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 22nd day of April 1999.

KESSLER & ASSOCIATES ENTERTAINMENT MANAGEMENT INCORPORATED

265 Sunrise Avenue, Suite 204
Palm Beach, FL 33480

BY:



Donald F. Mintmire, VP and Secretary

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