

P97000004650

International Entertainment Group, Inc.

A Subsidiary of International Resorts and Entertainment Group, Inc.

January 28, 1998

State of Florida
Department of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

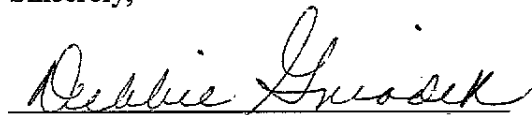
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 8:02

Dear To Whom It May Concern,

Please find enclosed an Amendment to Articles of Incorporation for International Entertainment Group, Inc., a Consent of Action and a check in the amount of thirty-five dollars [\$35.00] for the recording fee of these documents. Should you have any questions please contact Debbie Gniadek at 407-805-9131.

Thank you.

Sincerely,



Debbie Gniadek on behalf of
Joey DiFrancesco / C E O

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Amend.
02-05-98
CC

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
INTERNATIONAL ENTERTAINMENT GROUP, INC.**

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

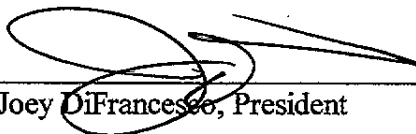
ARTICLE IV

CAPITAL STOCK

Effective upon the date of the filing of this amendment, the capital stock of this Corporation shall consist of 7,500,000 shares of common stock, having a par value of \$.01.

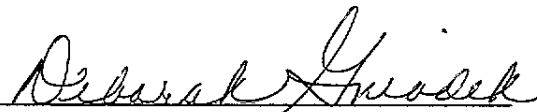
I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on January 26, 1998 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereto subscribed to and executed this Amendment to Articles of Incorporation this 26th day of January, 1998.

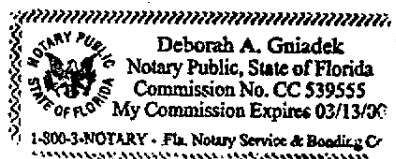

Joey DiFrancesco, President

State of Florida
County of Seminole

The foregoing instrument was acknowledged before me this 26th day of January, 1998, by Joey DiFrancesco, who is personally known to me.


Deborah A. Gniadek, Notary

My commission expires : 3/13/2000



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -3 AM 8:02

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

The undersigned, being Directors and majority shareholders of International Entertainment Group, Inc., a Florida Corporation [hereinafter the "Company"] does hereby unanimously consent to the following actions taken and done at 9:00 A. M. on this 26th day of January, 1998, pursuant to applicable Florida Statutes.

RESOLVED : *To change the amount of shares of Common Stock from 750,000 to 7,500,000, retaining its par value of \$.01.*

There being no further business, the meeting was adjourned.



Joey DiFrancesco / President / Director



Bernadette DiFrancesco / Vice President / Director