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May 14, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Millennium Concepts, Inc.  
Our File No. MIGR-1

800002180978--7  
-05/16/97--01028--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Amendment to Articles of Incorporation, together with our firm check in the amount of \$87.50 in payment of the following charges:

1.	Fee for filing Articles of Amendment	\$35.00
2.	Fee for obtaining certified copy of Articles of Amendment	<u>52.50</u>
		\$87.50

I would appreciate having you file the original Articles of Amendment and return to me a certified copy of the Articles as filed. Thank you for your assistance in this matter.

Yours truly,

*Mindy L. Carreja*  
Mindy L. Carreja

MLC/bar  
Enclosures  
cc: Mark I. Gibson  
123442.01

MAY 21 1997

97 MAY 16 AM 11:10

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
MILLENNIUM CONCEPTS, INC.

SECRET  
FILED  
CLERK OF STATE  
97 MAY 16 AM 11:40

\*\*\*\*\*

MILLENNIUM CONCEPTS, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the current Article I in its entirety and substituting in its place an Article I, which states the following:

"ARTICLE I

Corporate Name and Principal Office

The name of the corporation is Millennium Entertainment Group, Inc. and its principal office and mailing address is 41 West Church Street, Suite 200, Orlando, Florida 32801."

2. The foregoing amendments shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §§ 607.1005 and .1006, Florida Statutes, a shareholder vote not having been required, because the Corporation has not yet issued shares of its capital stock; the Corporation's sole incorporator not yet having appointed the Corporation's initial Board of Directors; and the Corporation's incorporator having executed a written statement, dated May 13, 1997, setting forth such amendment and manifesting her intention that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its sole incorporator this 13th day of May, 1997.

Millennium Concepts, Inc.

By: Barbara A. Rowe  
Barbara A. Rowe  
Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

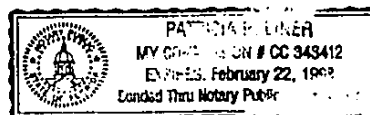
The foregoing instrument was acknowledged before me, under oath, this 13th day of May, 1997, by Barbara A. Rowe, an individual who is personally known to me or has produced \_\_\_\_\_ as identification, in her capacity as incorporator of Millennium Concepts, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.

sign Patricia P. Liner  
print PATRICIA P. LINER

NOTARY PUBLIC, State of Florida  
at Large

My Commission Expires:

123326.01



**WRITTEN ACTION OF INCORPORATOR  
OF  
MILLENNIUM CONCEPTS, INC.**

The undersigned, being the incorporator of MILLENNIUM CONCEPTS, INC., a Florida corporation, (the "Corporation"), the Corporation not yet having issued shares of the Corporation's common capital stock, and the incorporator not yet having elected the Corporation's first Board of Directors, hereby takes the following written action in lieu of holding a meeting to consider and act upon the same, as authorized by § 607.1005, Florida Statutes, and not otherwise proscribed by the Corporation's Certificate of Incorporation:

1. Change of Corporation's Name. The incorporator hereby approves changing the Corporation's name to MILLENNIUM ENTERTAINMENT GROUP, INC.

Dated May 13, 1997

Incorporator

*Barbara A. Rowe*