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of
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June 10, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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RE: Articles of Amendment -Virtual Future, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Amendment of Virtual Future, Inc., these articles will amend the Articles of Incorporation previously filed by your office. Also enclosed please find check no. 623 in the amount of \$61.25, for the filing fee for the Articles of Amendment.

Please file these amendments with your office. If you have any questions or concerns please feel free to contact my office.

Sincerely,

Mark E. Pena
Mark E. Pena
Attorney At Law

MEP/lac
Enclosures

FILED
97 JUN 12 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNED IN ATTORNEY'S ABSENCE
TO AVOID DELAY.

*Lori Cooper authorized
to take initially out
of article VI. HJT*



*amend
HJT*

FILED

97 JUN 12 AM 11:18

ARTICLES OF AMENDMENT
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIRTUAL FUTURE INC.

The undersigned incorporator, a natural person competent to contract, hereby presents these Articles of Amendment to the Articles of Incorporation of the Florida corporation herein stated below.

ARTICLE I - NAME

The name of this corporation is Virtual Future Inc.

ARTICLE II

Pursuant to Florida Statute 607.1005, the undersigned incorporator makes the following amendments to the corporation's initial Articles of Incorporation.

1. Article III entitled "Capital Stocks" is hereby amended and now reads:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 2000 no-par value shares.

These shares shall be designated and divided into 1000 voting shares and 1000 non-voting shares types.

2. Article VI entitled "Directors" is hereby amended and now reads:

This corporation shall have five (5) directors ~~initially~~. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than five (5).

The names and addresses of the ~~initial~~ directors of this corporation are as follows:

Joseph Abdo, 202 St. Ives Drive, Palm Harbor, Florida 34684,

Michael Berkens, 708 182nd Avenue East, Reddington Shores, Florida 33708

Enrique Pena, 11206 Pocketbrook Drive, Tampa, Florida 33635

Dennis Sonnenschein, 5424 Court of Cedars, St. Louis, Missouri 63128

Donald Kleinhaus, 951 Narcissus Avenue, Clearwater Beach, Florida 34630

3. Article XVII shall be added to the Articles of Incorporation and titled:

SHAREHOLDER PREEMPTIVE RIGHTS

Should any shareholder attempt to sell, pledge or assign any or all of his shares in the corporation to any third party, individual or other entity, written notice of the proposed sale, pledge or assignment must be delivered to all shareholders of the corporation prior to execution of sale, pledge, or assignment. Any shareholder receiving said Notice, shall have twenty (20) days to exercise his right to purchase, accept or execute a similar assignment as being offered upon the exact terms and conditions. The subject shares must be sold, pledged or assigned to any shareholder exercising this option. Should more than one shareholder decide to exercise this option, the shares shall be sold, pledged, or assigned to all shareholders claiming this right, on a pro rata basis.

Any shareholder failing to abide by this Article shall be liable for damages.

Any shareholder shall have standing to file a cause of action to void any contract executed by any shareholder who fails to adhere to the conditions of this Article.

4. Article XVIII shall be added to the Articles of Incorporation and titled:

AMENDMENT

The shareholders of the corporation shall have the power to alter, modify , repeal, or amend there Articles of Incorporation by majority vote or by agreement of the shareholders which will supersede over any conflicting authority as allowed by Florida Statutes.

ARTICLE III

The afore-stated admendments are being executed by the corporation's incorporator, prior to the issuance of any corporate shares.

IN WITNESS WHEREOF the undersigned being the incorporator of this corporation,
execute these Article of Incorporation and certify to the truth of the facts stated herein, this
10th day of June, 1997.

A handwritten signature in dark ink, appearing to read 'Mark E. Pena', is written over a horizontal line.

MARK E. PENA