

**AMENDMENT TO THE ARTICLES OF INCORPORATION OF
JACKPOT CLUB, INC.**

Pursuant to the laws of Florida and the bylaws of Jackpot Club, Inc., a special meeting of the Board of Directors of Jackpot Club, Inc., to amend the Articles of Incorporation of Jackpot Club, Inc., was held at 1918 Harrison St., #204, Hollywood, Florida, on June 11, 1997, at 7:30 p.m. Directors Joy Mancuso and Lisa Mancuso attended this meeting, thereby establishing a quorum. Further these directors waived notice of this special meeting by signing below. Shareholder approval is not required.

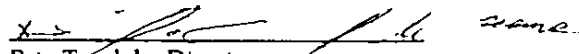
DIVISION SECRETARY OF CORPORATION
JUN 11 1997 PM 2:22


Joy Mancuso, Director



Lisa Mancuso, Director

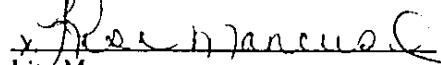
Joy Mancuso resolved to act as chairperson and Lisa Mancuso resolved to act as secretary of this meeting. The chairperson then called the meeting to order and invited Pete Tyndale to attend this special meeting.

Joy Mancuso nominated Pete Tyndale to the Board of Directors of Jackpot Club, Inc. Lisa Mancuso seconded the nomination. **Upon motion made and unanimously carried, Pete Tyndale was elected to the Board of Directors of Jackpot Club, Inc. Pete Tyndale accepted the directorship by signing below.**

 none
Pete Tyndale, Director

Directors Joy Mancuso and Lisa Mancuso then resigned from the Board of Directors of Jackpot Club, Inc., effective June 11, 1997, according to the bylaws of the corporation and the laws of Florida, indicated by their signatures below.



Joy Mancuso


Lisa Mancuso

Director Pete Tyndale then resolved to act as chairperson and secretary of this meeting. Tyndale resolved, effective June 11, 1997, to change:

1. The mailing address of the corporation to 18520 NW 67 Av., #184, Miami, FL 33015;
2. The physical address of the corporation to 16300 NE 19 Av., #218, N. Miami Beach, FL 33162.

Since no other business was before the Board, Director Pete Tyndale resolved to adjourn the meeting.


Pete Tyndale, Director