

P97000054216

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000055217 4))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

00 OCT 19 PM 4: 55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 OCT 19 PM 2:42
DIVISION OF CORPORATIONS

BASIC AMENDMENT

RAINTREE MEDIA INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

Amendment
10-20-00
Dr

Fax Audit No. H00- 55217

FILED
00 OCT 19 PM 14:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
RAINTREE MEDIA INC.

The undersigned, Dale E. Leary, as President of Raintree Media Inc., a Florida corporation (the "Corporation"), does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that the Articles of Incorporation of the Corporation (the "Articles"), are hereby amended as follows:

1. Section 1 of Article III of the Articles of the Corporation is hereby amended and restated in its entirety to read as follows:

"Section 1. The aggregate number of shares which this corporation shall have authority to issue is Twenty Five Million (25,000,000) shares of common stock, \$.001 par value."
2. Section 3a of Article III of the Articles of the Corporation is hereby deleted in its entirety.

Such amendments of the Articles of the Corporation has been duly and unanimously authorized, adopted and directed by the Board of Directors and all of the shareholders of the Corporation by Unanimous Written Consents thereto dated as of October 18, 1999 and October 13, 2000. All other provisions of the Articles of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand in his capacity as aforestated on this 13th day of October, 2000, on behalf of the Corporation.



Dale E. Leary, President