

MAR-26-2001 12:47

FROM: ATLAS PEARLMAN, P.A.

954-766-7800

-324

MAR 26 2001

F-540

P 97000064975

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

VIDKID DISTRIBUTION, INC.

Certificate of Status	0
Certified Copy	1
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Amendment
03-26-01
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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
VIDKID DISTRIBUTION, INC.**

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Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned President of VidKid Distribution, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Florida and bearing Document Number P97000064975, does hereby certify:

FIRST: Pursuant to a Written Consent of the Board of Directors and a Majority of the Shareholders of said Corporation, the Corporation has duly approved and authorized the following amendments to the Corporation's Articles of Incorporation:

Article IV of the Corporation's Articles of Incorporation shall be deleted in its entirety and substituted with the following:

**"ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be one hundred five million (105,000,000) shares, which are to be divided into two classes as follows:

One hundred million (100,000,000) shares of common stock with a par value of \$.005 per share and five million (5,000,000) shares of preferred stock with a par value of \$.005 per share. Series of the preferred stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as adopted by the Board of Directors pursuant to the authority in this paragraph given."

CLINT J. GAGE, ESQ., FLA BAR #0191779
Atlas Pearlman, P.A.
350 East Las Olas Boulevard, Suite 1700
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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The following Article X shall be added to the Corporation's Articles of Incorporation:

**"ARTICLE X
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions."

The following Article XI shall be added to the Corporation's Articles of Incorporation:

**"ARTICLE XI
CONTROL SHARE ACQUISITIONS**

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions."

SECOND: In accordance with Sections 607.0821 and 607.0704 of the Florida Business Corporation Act, the foregoing amendment was adopted pursuant to a Written Consent of the Board of Directors and Majority of the Shareholders of the Corporation, dated February 19, 2001. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of the 7th day of March, 2001.



Steven Adelstein, President

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