

P97000072509

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ROBERT E. WIGGINS, P.A.

May 28, 1998

JAMES L. SLATER, P.A.

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800002542668--7  
-06/01/98--01103--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

**Re: ZANDRIA ENTERTAINMENT NETWORKS, INC.**  
**Articles of Amendment**

Gentlemen:

Please find enclosed the cover letter along with the Articles of Amendment and check # 1146 in the amount of \$35.00 to cover the filing fee for the enclosed Articles of Amendment.

Thank you and if you have any questions please do not hesitate to contact me.

Very truly yours,



Robert E. Wiggins

REW/dj  
Enclosures

**FILED**  
98 JUN -1 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend

See  
6/8

**ARTICLES OF AMENDMENT**

**OF**

**ZANDRIA ENTERTAINMENT NETWORKS, INC.**

**FILED**  
98 JUN -1 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of ZANDRIA ENTERTAINMENT NETWORKS, INC., a Florida corporation, filed in Tallahassee, Florida, on August 20, 1997, document number P97000072509 be and are hereby amended in the following particulars:

**ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Five Million (5,000,000) Shares of Common Stock, each share having the par value of 03/100 Dollars (\$.03).

The remaining provisions of Article 6 remain in full force and effect.

**The following provisions are hereby added to the Articles of Incorporation:**

**ARTICLE 15 - INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best

Interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

### **ARTICLE 16 - DIRECTORS**

The number of Directors of this Corporation may be either increased or diminished from time to time by the Bylaws but shall never be less than (1). The names and addresses of the Directors of this Corporation, who shall serve until their successors are elected and have qualified or until removed as follows:

#### **NAME**

JAMES PATTERSON

#### **ADDRESS**

146 2<sup>nd</sup> Street North #310  
St. Petersburg, Florida 33701

### **ARTICLE 17 - OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors and serve at the pleasure of the Board of Directors until their successors are designated by the Board of Directors. The names and addresses of the officers who have been elected by the Board of Directors, are as follows:

#### **OFFICE**

President  
Treasurer

#### **NAME AND ADDRESS**

JAMES PATTERSON  
146 2<sup>nd</sup> Street North, #310  
St. Petersburg, Florida 33701

The foregoing amendment was adopted by the Shareholders and Directors of the Corporation on the 12<sup>th</sup> day of May, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 12<sup>th</sup> day of may, 1998.

  
JAMES PATTERSON, President