

P97000072509

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

December 3, 1998

200002715852--4
-12/18/98-01054-004
*****35.00 *****35.00

Re: ZANDRIA ENTERTAINMENT NETWORKS, INC.
Articles of Amendment

Gentlemen:

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

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

Best Regards,

Trevor Watson

402 W. Broadway ste. 400
San Diego, CA 92101

Telephone (619)615-4221
Fax (619)595-3150

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
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Amend

ARTICLES OF AMENDMENT
OF
ZANDRIA ENTERTAINMENT NETWORKS, INC.

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 16-DIRECTORS

The number of Directors of this Corporation may be 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 are as follows:

| Name | Address |
|---------------|---|
| Trevor Watson | 402 West Broadway, Suite 400 San Diego, CA 92101 |

ARTICLE 17- OFFICERS

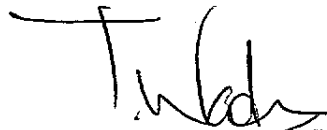
The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors and serve at the pleasure of the Board of Directors until their successors are designated by the Board of Directors. The names and addresses of the officers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

| OFFICE | ADDRESS |
|------------------|---|
| President | |
| Trevor Watson | 402 West Broadway, Suite 400 San Diego, CA 92101 |
| Treasurer | |
| Trevor Watson | 402 West Broadway, Suite 400 San Diego, CA 92101 |
| Secretary | |
| Trevor Watson | 402 West Broadway, Suite 400 San Diego, CA 92101 |

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The foregoing amendment was adopted by the Directors and Shareholders of the Corporation on the 1st of December, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 1st Day of December, 1998.



TREVOR WATSON, President

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TALLAHASSEE, FLORIDA