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GT
ATTORNEYS AT LAW
GAGE, FRASIER & TEEPLE

January 13, 2000

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Zandria Entertainment Networks, Inc.

Sirs:

Enclosed are three copies of the Articles of Amendment to Articles of Incorporation for the above referenced corporation. In addition, a check for \$52.50 is provided for a Certified copy of the Articles of Amendment and a Certificate of Status. A self-address envelope is provided for your convenience.

Should you have any questions concerning this matter please feel free to contact the undersigned.

Sincerely,

GAGE, FRASIER & TEEPLE, LLP

Lorraine Mancuso

Lorraine Mancuso
Legal Assistant

/lm
Enc.

*Amend
1-27-00
BAS*

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ZANDRIA ENTERTAINMENT NETWORKS, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENTS ADOPTED to original Articles of Incorporation dated August 20, 1997 and Amended Articles dated May 12, 1998:

ARTICLE 3- PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1250 G Street, San Diego, California, 92101.

ARTICLE 5 – PRESIDENT

The President of the Corporation shall be Trevor Watson whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 – CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Twenty-Five Million (25,000,000) 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.

ARTICLE 11 – REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of this Corporation is the office of Robert E. Wiggins, 334 East Lake Road, #336, Palm Harbor, FL 34685. The name of the registered agent of this Corporation is Robert E. Wiggins, 334 East Lake Road, #336, Palm Harbor, FL 34685.

ARTICLE 16- DIRECTORS

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

Trevor Watson 1250 G Street, San Diego, CA 92101

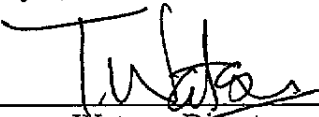
ARTICLE 17- OFFICERS

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 address of the officers, who have been elected by the Board of Directors, are as follows:

President	Trevor Watson, 1250 G Street, San Diego, CA 92101
Treasurer	Trevor Watson, 1250 G Street, San Diego, CA 92101
Secretary	Trevor Watson, 1250 G Street, San Diego, CA 92101

The foregoing amendment was adopted by the board of directors without shareholder action and shareholder action was not required on 01-03-00.

IN WITNESS WHEREOF, the undersigned Director of this Corporation has executed these Articles of Amendment this January 3, 2000.



Trevor Watson, Director

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Robert E. Wiggins, a resident and licensed attorney in the State of Florida, having a business office identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and foregoing Amendment to Article of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 670.0505, Florida Statutes.

BY: Robert E. Wiggins
Robert E. Wiggins, Esq.

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