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March 23, 1999

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The Amendment Section Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Corporate Records Bureau

Re: Caesar's Venture, Inc.

To Whom it May Concern:

Enclosed are an original and one copy of Articles of Amendment to the Articles of Incorporation of Caesar's Venture, Inc. Please file the original Articles of Amendment and certify and return the copy to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$35.00 to cover the filing fee for the Articles of Amendment.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

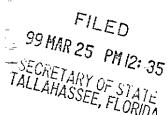
Nancy R. Barnes, Paralegal

NRB/trh Enclosures

cc: Caesar's Venture, Inc.

VS MAR 3 0 1999

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF CAESAR'S VENTURE, INC.



Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

- The name of the corporation is CAESAR'S VENTURE, INC. 1.
- 2. The following amendment of the Articles of Incorporation was duly adopted by all of the stockholders and the Board of Directors of the corporation in the manner prescribed by the Florida Business Corporation Act:

Article 3 is amended by deletion of the entire text thereof, and by substitution of the following Article 3:

Article 3

Shares

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

- 3. The date of adoption of the amendment is December 31, 1998.
- 4. The designation of each voting group entitled to vote on the amendment is as follows: common stockholders
- 5. The number of votes cast by the voting group entitled to vote on the amendment was sufficient for approval by that group.

Dated: December 31, 1998.

CAESAR'S VENTURE, INC.

ert M. Liess, President

Teresa L. Maestrelli, Secretary secretary

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12 day of February, 1999 by Robert M. Liess, as President of Cosmos of Ybor, Inc., a Florida corporation, on behalf of the corporation.

Richard B. MacStrell

Type, Print or Stamp Name of Notary

Personally Known

or Produced Identification

Type of Identification Produced

Richard B. Maestrell

MY COMMISSION # COG19570 EXPIRES

May 21, 2001

BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12 day of February, 1999 by Teresa L. Maestrelli, as Secretary of Cosmos of Ybor, Inc., a Florida corporation, on behalf of the corporation.

Type, Print or Stamp Name of Notary

Personally Known

or Produced Identification

Type of Identification Produced

Richard B. Maestrelli

MY COMMISSION # CC619570 EXPIRES

May 21, 2001

BONDED THRU TROY FAIN INSURANCE, INC.

20-0046