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March 31, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 13 PM 2:21

Secretary of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

Re: ASOTV WORLDWIDE FRANCHISE CORP.
Our File Number: 5321

200002486552--7
-04/13/98--01076--011
*****35.00 *****35.00


Dear Madam or Sir:

Accompanying this letter you will find the original of the
ARTICLES OF AMENDMENT for the above referenced entity, and a check
in the amount of \$35.00, to cover your fee for filing the ARTICLES
OF AMENDMENT.

Kindly direct the return file stamped copies of the documents
to the undersigned, at the above address.

Thank you.

Sincerely,


Kent Huffman

KH/mac

Amend.
4-15-98
CC

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF ASOTV WORLDWIDE FRANCHISE CORP.

ASOTV WORLDWIDE FRANCHISE CORP. hereby adopts the following
Articles of Amendment to the Articles of Incorporation:

1. "ARTICLE V - SHARES" of the ARTICLES OF INCORPORATION of
ASOTV WORLDWIDE FRANCHISE CORP., which was filed on March 12,
1998, is hereby amended to read as follows:

ARTICLE V - SHARES

The corporation is authorized to issue TEN MILLION
(10,000,000) shares of ONE CENT (1¢) par value, non-
assessable stock.

2. The foregoing amendment was adopted by the shareholders of
the corporation on the 30th day of March, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary
of the corporation has executed these Articles of Amendment, this
30th day of March, 1998.



Dean Rotchin, President/Secretary

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