

P98000044067

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Morningstar Entertainment Corp.

FILED
98 MAY 27 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-05/21/98--01026--020
*****87.50 *****87.50

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
✓ Art. of Amend. File Cert _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

98 MAY 21 AM 10:28
RECEIVED
DIVISION OF CORPORATION

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

N.C.

5-27-98

CC

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5/21

9:24



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 21, 1998

CAPITAL CONNECITON, INC.

TALLAHASSEE, FL

SUBJECT: MORNINGSTAR ENTERTAINMENT CORP.
Ref. Number: P98000044067

We have received your document for MORNINGSTAR ENTERTAINMENT CORP. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption and the effective date. The date of adoption is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 598A00028608

Corrected

FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
MORNINGSTAR ENTERTAINMENT CORP.

FILED
98 MAY 27 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of MORNINGSTAR ENTERTAINMENT CORP., a corporation organized and existing under the laws of the State of Florida, do certify as follows:

FIRST: The Board of Directors of MORNINGSTAR ENTERTAINMENT CORP., at a meeting duly called and held on May 20, 1998, approved, and by resolution duly adopted the proposed amendment, subject to the affirmative vote of the stockholders owning at least two-thirds (2/3) of the stock of the corporation.

SECOND: The stockholders of said corporation, at a meeting duly called and held on May 20, 1998, and on a unanimous vote, approved the action of the Board of Directors by adopting and authorizing the following amendment:

That Article I of the Articles of Incorporation be amended to read as follows:

"ARTICLE I.

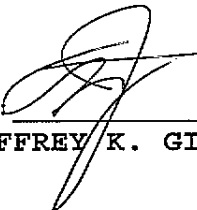
NAME OF CORPORATION

The corporation shall be known as:

GENESIS ENTERTAINMENT CORP."

THIRD: The aforesaid amendment to the Certificate of Incorporation of the corporation shall be effective as of the date of filing of this Certificate of Amendment with the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, JEFFREY K. GILCHRIEST, has executed this certificate as President of the corporation and has caused the seal of the corporation to be affixed thereto.

By 
JEFFREY K. GILCHRIEST, President

STATE OF FLORIDA)

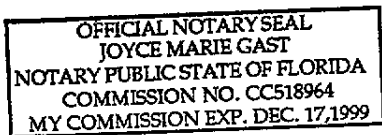
ss:

COUNTY OF MIAMI-DADE)

BE IT REMEMBERED, that on this 20th day of May, 1998, personally came before me, a notary public in and for the county and state aforesaid duly commissioned and sworn to take acknowledgements or proofs of deeds, JEFFREY K. GILCHRIEST, President of MORNINGSTAR ENTERTAINMENT CORP., a Corporation of the State of Florida, the corporation described in the foregoing Certificate, known to me personally to be such, and he as such President, duly executed said Certificate to be his act and deed and made on behalf of said corporation; that the signature of the

said President of said corporation to said foregoing Certificate is in the handwriting of the said President of said corporation, and that the seal affixed to said Certificate is the common or corporate seal of said corporation and that his act of sealing, executing, acknowledging, and delivering the said Certificate was duly authorized by the stockholders of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year aforesaid.



Joyce Marie Gast
Notary Public, State of Florida
Print Name: JOYCE MARIE GAST
My Commission Expires: 12/17/99