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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: RJ ENTERTAINMENT, INC.
AUDIT NUMBER.....H98000010896
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
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DIVISION OF CORPORATIONS

Amendment

6-11-98

DC

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

RJ ENTERTAINMENT, INC.

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VI. OFFICERS AND DIRECTORS

Jodi S. Basile hereby resigns as President of this corporation and holds no office or position within this corporation.

Richard D. Feldmann who initially held the office of Secretary now becomes the sole Officer and Director of this corporation holding the positions of President and Secretary in this corporation.

Prepared By:

Scott E. Tillem
10 Fairway Drive Suite 219
Deerfield Beach, FL 33441
(954)725-0720

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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THIRD: The date of each amendment's adoption: JUNE 10, 1998

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders: The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of JUNE, 1998

Signature

Richard D. Feldmann

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

RICHARD D. FELDMANN

Typed or printed name

PRESIDENT

Title

H98000010896