

ATTORNEY AT LAW
610 WEST AZEELE STREET
TAMPA, FLORIDA 33606
(813) 259-9909

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 16 AM 8:37

March 28, 2001

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-04/16/01--01087--022
*****43.75 *****43.75

RE: Edge on Entertainment, Inc.

Dear Sirs:

Enclosed herewith please find the original and one copy of the Articles of Amendment of Edge on Entertainment, Inc. Please appropriately file and record the original Articles of Amendment and use the extra copy to return to the undersigned as a certified copy.

Also enclosed is our firm check in the amount of \$43.75, which represents the following:

Filing Fee	\$ 35.00
Certified Copy	<u>8.75</u>
TOTAL	\$ 43.75

Should you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

JOSEPH E. FRANK, P.A.

Patricia Sanz
Patricia Sanz, Secretary to
Joseph E. Frank

/pts
Enclosures

Amend
V. SHEPARD APR 23 2001

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
EDGE ON ENTERTAINMENT, INC.**

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Article IV, Article V and Article VI of the Articles of Incorporation of EDGE ON ENTERTAINMENT, INC. is amended to read as follows:

"ARTICLE IV

CAPITAL STOCK

The capital stock of the corporation shall be divided into 1,000,000 shares of common stock with a par value of \$.01 per share; and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the ^{vs}initial principal officer of the corporation is 501 S. Dakota, Tampa, Florida, 33606, and the name of the ^{vs}initial Registered Agent of the corporation and address is Robin Adair, 501 S. Dakota, Tampa, Florida, 33606.

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall be never less than one (1). The names and addresses of the initial directors of this corporation are:

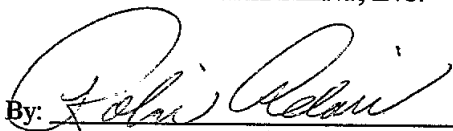
Robin Adair, 501 S. Dakota, Tampa, Florida, 33606

A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the By-laws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director."

The foregoing Amendment was adopted by the shareholders of this corporation on March 27, 2001.

IN WITNESS WHEREOF, the undersigned Officers, Shareholders and Directors of this corporation have executed these Articles of Amendment on March 31, 2001.

EDGE ON ENTERTAINMENT, INC.

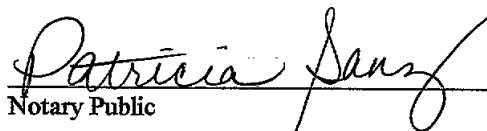
By: 
ROBIN ADAIR, President,
Shareholder and Director

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared ROBIN ADAIR, known to me and known to be the person described in the above and foregoing Articles of Amendment to the Articles of Incorporation as the President, Shareholder and Director of EDGE ON ENTERTAINMENT, INC., and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and seal this 31st day of March, 2001.

My Commission Expires:


Notary Public

