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October 19, 1999

Secretary of State
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

700003022617--2
-10/22/99--01088--006
*****35.00 *****35.00

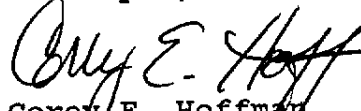
Re: Channel Magazine, Inc.

Dear Sir/Madam:

Enclosed please find my office check no. 5944 in the amount of \$35.00 for filing of the Articles of Amendment to Articles of Incorporation for the above referenced corporation.

If you have any questions, please feel free to contact me.

Thank you,



Corey E. Hoffman
Attorney at Law

CEH\lf

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 OCT 22 AM 8:35

Amend
HFT 11-2-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 OCT 22 AM 8:35

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation as follows:

FIRST: AMENDMENT(S) ADOPTED:

ARTICLE III: The corporation shall cancel all common stock that was authorized, but unissued. And create in its place preferred shares of **CHANNEL MAGAZINE, INC.** having 1000 shares of preferred stock at a par value of .10 cents per shares.

SECOND: The date of each amendment's adoption:
October 17, 1999.

THIRD: ADOPTION OF EACH AMENDMENT (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 17 day of October, 1999.

Signature

RICHARD BRONSON, Chairman of
the Board of Directors, President,
Shareholder