

CINE VENTURES NETWORK



P98000098684

CIN

March 22, 2000

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



3242 Henderson
Suite 301
Tampa, FL
33609

Dear Sir or Madam:

Please find enclosed an Amendment to our Articles of Incorporation and the filing fee of \$35. We would like to receive a certified copy back so I have enclosed an additional fee of \$52.50.



I trust you will find this satisfactory. Please don't hesitate to contact me with any questions or comments.

Sincerely,

J. Norman Giovenco
Chief Financial Officer



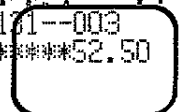
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amend
NFS

3-31-2000

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
CINEVENTURES NETWORK, INC.**

Pursuant to the provisions of Sections 607.1001, 607.1003 and 607.1006 of the Florida Business Corporation Act, **CineVentures Network, Inc.** (the "Corporation") adopts the following Articles of Amendment (this "Amendment") to amend its Articles of Incorporation:

1. Name of Corporation. The name of the Corporation is **CineVentures Network, Inc.**
2. Effect of Amendment. The effect of this Amendment is to assign a par value of \$0.01 per share of authorized Common Stock.
3. Text of Amendment. Article III of the Articles of Incorporation is hereby deleted in its entirety and the following is substituted in its stead:

Article III - Shares

The corporation is authorized to issue 10,000,000 shares of common stock, with a par value of \$0.01 per share. All previously issued shares shall be automatically converted from no par value to a par value of \$0.01 per share.

4. Date of Adoption. This Amendment by was adopted effective February 14, 2000.
5. Manner of Adoption. This Amendment was adopted by the joint written consent of all the members of the Board of Directors and by all of the shareholders of the Corporation. The number of votes cast for this Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment on this 14th day of February, 2000.

CINEVENTURES NETWORK, INC.

By: 

Joseph P. Burns, President