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May 9, 2000

VIA FEDERAL EXPRESS

Florida Dept. of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-05/11/00--01011--004
*****43.75 *****43.75

Re: Articles of Amendment to Articles of Incorporation of
CineVentures Network, Inc.

Dear Sir or Madam:

We have enclosed original Articles of Amendment to Articles of Incorporation of CineVentures Network, Inc., a Florida corporation, and (2) a check in the amount of \$43.75. The check is for the \$35.00 filing fee and \$8.75 for a certified copy of the Articles.

Thank you for your assistance in this matter. If you have any questions or need further information, please call me.

Sincerely,

Linda L. Fleming
Linda L. Fleming

FILED
00 MAY -9 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LLF\bcs

Enclosures

cc: Mr. J. Norman Giovenco (w/encl.)
Michael J. Nolan, Esq. (w/encl.)
James J. Kennedy, III, Esq. (w/o encl.)

AMEND -
LRF
SAB

**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. Text of Amendment. Articles VI, VII and VIII of the Corporation's Articles of Incorporation are hereby added to read as follows:

ARTICLE VI AMENDMENT OF ARTICLES OF INCORPORATION

Any amendments to the Articles of Incorporation of the Corporation shall require the affirmative vote of the holders of at least 91.2 percent of the outstanding shares of the Corporation's stock.

ARTICLE VII AMENDMENT OF BYLAWS

Any amendments to the Bylaws of the Corporation shall require the affirmative vote of the holders of at least 91.2 percent of the outstanding shares of the Corporation's stock.

ARTICLE VIII SHAREHOLDERS' AGREEMENT

The Corporation and its Shareholders have entered into a Shareholders' Agreement which contains provisions relating to the governance of the Corporation and the transfer of the Corporation's shares.

3. Date of Adoption. This Amendment was adopted effective March 31, 2000.
4. Manner of Adoption. This Amendment was adopted by the joint written consent of all the members of the Board of Directors and by 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 28th day of April, 2000.

CINEVENTURES NETWORK, INC.

By: _____

Joseph P. Burns, President

FILED
00 MAY -9 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA