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DIVISION OF CORPORATIONS

BASIC AMENDMENT

US1 ENTERTAINMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 17 PM 4:02

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8/17/99

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
US1 ENTERTAINMENT, INC.
a Florida Corporation

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99 AUG 17 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of US1 Entertainment, Inc., a Florida corporation, (the "Corporation") are hereby amended as follows:

Article IV is deleted in its entirety and substituted by the following:

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 25,000,000 shares of capital stock consisting of 20,000,000 shares of common stock, par value \$.0001 per share and 5,000,000 shares of preferred stock, par value \$.0001 per share.

The preferred stock may be created and issued from time to time in one or more series and with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of preferred stock as may be adopted from time to time in the sole discretion by the Corporation's Board of Directors pursuant to the authority in this paragraph given.

In accordance with Section 607.10025(7) of the Florida Business Corporation Act, upon the effectiveness of a combination, as such term in Section 607.10025(1) of such Act, the authorized shares of the classes or series affected by the combination shall not be reduced or

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otherwise affected by the percentage by which the issued shares of such class or series were reduced as a result of the combination.

The Articles of Incorporation are further amended to add the following:

ARTICLE XII
CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

The foregoing was adopted by the written consent of the sole Director and shareholder of the Corporation pursuant to Sections 607.0704 and 607.0821, Florida Statutes as of April 1, 1999.

The number of votes cast for the amendments by the sole shareholder was sufficient for approval.

Dated: August 17, 1999


Sam Lupowitz, Chief Executive Officer

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 17th day of August, 1999 by Sam Lupowitz as Chief Executive Officer of US1 Entertainment, Inc., a Florida corporation, on

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behalf of the corporation. He is personally known to me or has produced Drives license as identification and did/did not take an oath.

NOTARY PUBLIC

sign Carol W. Heckler

print Carol W. Heckler
State of Florida at Large (Seal)
My Commission Expires _____



Carol W. Heckler
MY COMMISSION # CC719518 EXPIRES
April 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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