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BASIC AMENDMENT

CROSS GENERATION COMICS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$52.50

Amendment

1-5-01

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
CROSS GENERATION COMICS, INC.**

**CROSS GENERATION COMICS, INC., a Florida corporation (the
"Corporation"), hereby certifies as follows:**

**1. Article IV of the Articles of Incorporation of the Corporation is
hereby amended to read as follows:**


**"ARTICLE IV
Capital Stock**

The aggregate number of shares of stock to be issued by this corporation shall 22,500,000 shares of common stock, each with a par value of \$1.00. Each share issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution."

The foregoing amendment was adopted by all of the Shareholders and Directors of the Corporation pursuant to a written consent dated December 30, 2000, thereby evidencing that the number of votes cast for the amendment by the shareholders was sufficient for approval. The written consent further authorized the officers of the Corporation to execute and deliver such instruments and documents to carry out the intent of this written consent.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its Chief Financial Officer this 3rd day of January, 2001.

CROSS GENERATION COMICS, INC.

By: 
Name: Michael A. Benfatti
Its: Chief Financial Officer

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