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BASIC AMENDMENT

CROSSGEN ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00

AMEND
03/21/2003
3/24 (3)

FROM

(FRI) 3. 21' 03 16:23/ST. 16:22/NO. 4863333200 P 2

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**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
CROSSGEN ENTERTAINMENT, INC.**

.....
CROSSGEN ENTERTAINMENT, INC., a Florida corporation (the
"Corporation"), hereby certifies as follows:

1. Article IV of the Articles of Incorporation of the Corporation is hereby amended effective December 30, 2000 with respect to par value only to read as follows:

***ARTICLE IV**
Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 22,500,000 shares of common stock, each with a par value of \$.001. Each share of 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 common 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.

2. Article IV of the Articles of Incorporation of the Corporation is hereby amended effective March 12, 2003 to read as follows:

***ARTICLE IV**
Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100,000,000 shares of common stock, each with a par value of \$.001 and 50,000,000 shares of preferred stock, each with a par value of \$.001. Each share of 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 common 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. Each share of issued and outstanding preferred stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which preferred shareholders have the right to vote, and to share ratably in all dividends and

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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 February 27, 2003, 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 the Secretary this 20th day of March, 2003.

CROSSGEN ENTERTAINMENT, INC.

By: 
Jennifer Phelan Hernandez, Secretary

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