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May 3, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Venture Orlando, Inc.. - Amendment to Articles

900005463229--5
-05/06/02--01100--010
*****43.75 *****43.75

Dear Sir or Madam:

Please file the enclosed Articles of Amendment to Articles of Incorporation of Venture Orlando, Inc. A check for \$43.75 payable to the Department of State for the filing fee and a certified copy is enclosed.

If you have any questions or require anything further, please contact me.

Sincerely,

Eileen M. Heasley

Eileen M. Heasley, CLA
Legal Assistant

/emh
Enclosures

FILED
02 MAY -6 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAY 13 2002

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
VENTURE ORLANDO, INC.

FILED
02 MAY -6 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, **BRETT FADELEY**, the duly elected and qualified President and Treasurer of **VENTURE ORLANDO, INC.**, a Florida corporation, does hereby certify that the following is a true and correct copy of action taken by the shareholders and directors of said corporation on the 23rd day of April, 2002:

RESOLVED, that Article IV of the Articles of Incorporation of **VENTURE ORLANDO, INC.** be and the same is hereby amended in its entirety as follows:

1. The corporation shall be authorized to issue 50,000,000 million shares of Common Stock, par value \$.01 per share and 250,000 shares of Preferred Stock par value \$1.00 per share.
2. The shares of Preferred Stock shall have the following preferences, rights and limitations:
 - (a) In the event of voluntary or involuntary liquidation, dissolution, distribution of assets (including cash, securities, intangible assets or other property) or winding up of the corporation, after payment in full of all amounts due and owing to creditors, if any, the holders of Preferred Stock shall receive a preferential distribution from the assets of the corporation of cash or property having a value of \$1.00 per share (less any other preferential distributions previously made pursuant to Paragraph (b) below. Upon the distribution of \$1.00 per share (as adjusted) to the holder of each outstanding share of preferred stock, all remaining assets shall be distributed ratably to the holders of Preferred Stock and Common Stock.
 - (b) Prior to the payment of any dividends or other distributions (whether in cash or other property) to the holders of Common Stock, the holders of Preferred Stock shall be entitled to a cumulative preferential dividend equal to \$1.00 per share. Immediately following completion of the aforesaid preferential cumulative dividend, all shares of Preferred Stock shall immediately be converted into and shall thereafter be treated as Common Stock.
 - (c) In all other respects the shares of Preferred Stock shall be co-equal with shares of Common Stock. For all voting purposes, the shares of Preferred Stock shall vote together with the holders of Common Stock as a single class. Each share of Preferred Stock shall entitle the holder thereof to one vote at any such meeting of shareholders.

RESOLVED, that the effective date of the amendment shall be April 23, 2002.


IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on the 23rd day of April, 2002.

VENTURE ORLANDO, INC.

By: 
BRETT FADELEY, President

(CORPORATE SEAL)

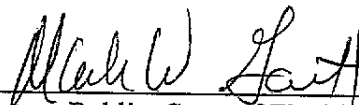
Attest:


DWAIN DEVILLE, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23rd day of April, 2002, by **BRETT FADELEY**, as President and **DWAIN DEVILLE**, as Secretary of **VENTURE ORLANDO, INC.**, a Florida corporation, on behalf of the corporation. They are personally known to me.

MARK W. GARRETT
Notary Public, State of Florida
My comm. exp. Oct. 16, 2005
Comm. No. DD 065440


Notary Public, State of Florida
Print: _____
My Commission Expires: _____

(NOTARY SEAL)