

P99000042879

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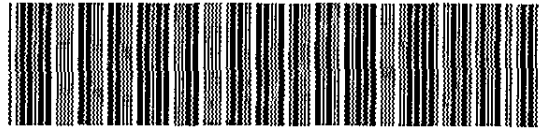
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04 MAY 11 PM 1:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

Mark W. Garrett, P.A.

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Winter Park, Florida 32789**

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(407) 647-8244 Fax

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April 22, 2004

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

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

Dear Sir or Madam:

Please file the enclosed Articles of Amendment to Articles of Incorporation of Venture Orlando, Inc. A check for \$35.00 payable to the Department of State for the filing fee.

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

Sincerely,



Mark W. Garrett



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 3, 2004

MARK W. GARRETT, P.A.
1850 LEE ROAD, SUITE 210
WINTER PARK, FL 32789

SUBJECT: VENTURE ORLANDO, INC.
Ref. Number: P99000042879

We have received your document for VENTURE ORLANDO, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Maryanne Dickey
Document Specialist

Letter Number: 904A00030004

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

FILED
04 MAY 11 PM 1:55
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, **Dwain DeVille**, the duly elected and qualified President 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 7th day of April, 2004, and that the number of votes cast for the amendment by the shareholders was sufficient for approval:

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 800,000 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 7, 2004.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on the 7th day of May, 2004.

VENTURE ORLANDO, INC.

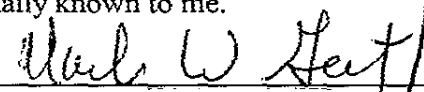
By 
Dwain Deville, President

Attest:


DWAIN DEVILLE, Secretary

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 7th day of May, 2004, by **DWAIN DEVILLE**, as President and Secretary of **VENTURE ORLANDO, INC.**, a Florida corporation, on behalf of the corporation. They are personally known to me.


Notary Public; State of Florida

Print:

My Commission Expires:

(NOTARY SEAL)

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