

Division of Corporations

P99000046339

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DIVISION OF CORPORATIONS

BASIC AMENDMENT REAL CAST CORPORATION

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 5, 2002

REAL CAST CORPORATION
10800 BISCAYNE BLVD. #510
MIAMI, FL 33161

SUBJECT: REAL CAST CORPORATION
REF: P99000046339

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Karen Gibson
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
REAL CAST CORPORATION**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of 607.1003 and 607.1006 of the Florida Business Corporation Act (the "Act"), Real Cast Corporation (the "Corporation") adopts this Amendment to the Articles of Incorporation set forth below:

1. The name of the Corporation is Real Cast Corporation.
2. The principal address of the Corporation is 10185 Collins Avenue, Suite 1403, Bal Harbour, Florida 33154.
3. The following amendment to the Corporation's Articles of Incorporation was adopted by the unanimous consent of the board of directors and a majority of the holders of the outstanding shares of common stock of the Corporation on the 5th day of June, 2002 in accordance with and in a manner prescribed by the Act. The number of votes cast by the shareholders was sufficient for approval of the amendment.

Articles III is hereby amended in its entirety to read:

Article III

The number of shares of stock that this corporation is authorized to have outstanding is 30,000,000 shares of common stock, par value of \$.001 per share.

IN WITNESS WHEREOF, the undersigned, Chief Executive Officer of the Corporation, has executed the foregoing Amendment to the Corporation's Articles of Incorporation this 6th day of June, 2002.

By: 
Steven D. Kimmel, Chief Executive Officer

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