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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 255939 7185387

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 35.00 (ARTICLES OF CORRECTION)

FILED
99 JUN -9 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 27, 1999

ORDER TIME : 2:49 PM

ORDER NO. : 255939-005

CUSTOMER NO: 7185387

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CUSTOMER: Mr. Michael H. Gerber
MR. MICHAEL H. GERBER
MR. MICHAEL H. GERBER
85 Emmet Avenue

East Rockaway, NY 11518

DOMESTIC FILING

NAME: VICTORY ENTERTAINMENT CORP.

EFFECTIVE DATE:

XX ARTICLES OF CORRECTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

G. COULLIETTE JUN 10 1999

Rel.
99-Jun-9
pm 4:41



**THE UNITED STATES
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Wanda -

originally filed 5-27-99.

Today marks 8 business days since

ARTICLES OF CORRECTION
OF
VICTORY ENTERTAINMENT CORP.

FILED
99 JUN -9 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.0125 of the Florida Statutes, the undersigned corporation adopts the following Articles of Correction.

1. The document to be corrected is Articles of Incorporation of VICTORY ENTERTAINMENT CORP. which was filed on May 27, 1999.

2. The incorrect statements are:

"ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50000000 shares of common stock having .001 par value per share."

The statements were originally incorrect because they did not address specific stock issues.

3. The correct statements shall read as follows:

"ARTICLE III. CAPITAL STOCK

1. Authorized Stock. This corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the corporation shall have authority to issue is 50,000,000 a par value of \$.001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 20,000,000 with no par value.

The Board of Directors has the authority, without any vote of action by the Stockholders, to issue Preferred Stock in one or more series and to fix the designations, preferences, rights, qualifications, limitations and restrictions thereof including the voting rights, dividends rights, dividend rate, conversion rights, terms of redemption, including sinking fund provisions, redemption price or prices, liquidation preferences and number of

... Shares constituting any series."

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper

Date: June 9, 1999