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MATTHEW H. BARBANELL
19801 E. COUNTRYCLUB DR #405
AVENTURA, FL 33180

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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S. PAYNE NOV 17 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CABVERTISING INTERNATIONAL, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

ARTICLE 3-PRINCIPAL OFFICE

The address of the principal office of this corporation is hereby amended from the old address of 3530 Mystic Pointe Drive, Suite 1513, Aventura, Florida, 33180, to the new address of:

801 S.W. 3rd Avenue, Suite #302
Miami, FL 33130

The mailing address shall also be amended to same.

ARTICLE 5-PRESIDENT

The previous president of the corporation, Joel Barbanell, shall be amended to the new president:

Matthew H. Barbanell

Whose address shall be the same as the principal office of the corporation.

ARTICLE 13-BOARD OF DIRECTORS

The previous names of each member of the Corporation's Board of Directors, Matthew H. Barbanell, Joel B. Barbanell, and Marisela Castro Barbanell, are hereby amended to the new names of the members of the Corporation's Board of Directors:

Matthew H. Barbanell Joel B. Barbanell
Daryl A. Kutner

EFFECTIVE DATE

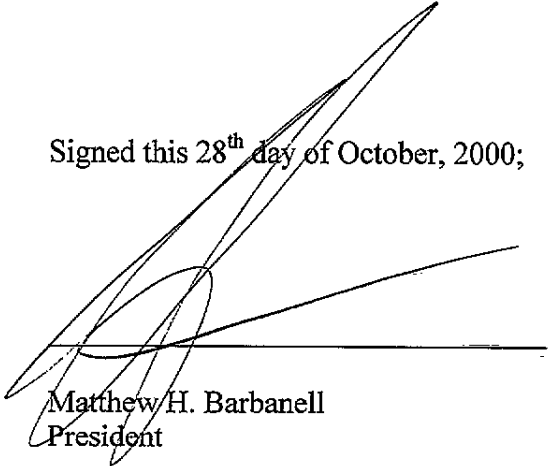
These Articles of Amendment to The Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ADOPTION OF AMENDMENTS

These adoption of amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval

Signed this 28th day of October, 2000;

By:


Matthew H. Barbanell
President