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CREATIVE MULTIMEDIA CONSULTING, INC.

200 Leslie Drive #431

Hallandale, Florida 33009

(954) 455-2805

(954) 290-0169

sweltz@bellsouth.net

FILED
9 DEC -2 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
November 30, 1999

From The Desk of Scott J. Wertz

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

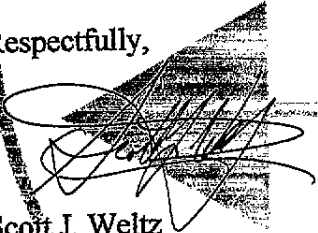
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*****35.00 *****35.00

Re: Amendment to the Articles of Incorporation
of Creative Multimedia Consulting

To Whom It May Concern:

Please accept and record the attached Amendment to the Articles of Incorporation of Creative Multimedia Consulting, Inc. along with a check in the amount of thirty-five (\$35.00) dollars made out to the Florida Department of State for the fees and costs relative to the same. Thank you.

Respectfully,


Scott J. Wertz
President/Director

Attachments: Amendment to the Articles of Incorporation of Creative Multimedia Consulting, Inc.
and a check for \$35.00

Amend.
VS 12-9-99

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION
OF
CREATIVE MULTIMEDIA CONSULTING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby amend the Articles of Incorporation filed on November 1, 1999 under the Laws of the State of Florida, to subscribe and acknowledge and file with the Secretary of State of Florida, this Amendment of Articles, and to that end does by this certificate set forth:

1. Amendments

ARTICLE I

The name of the corporation is and shall remain Creative Multimedia Consulting, Inc.

ARTICLE II

Pursuant to Article II the principle office of the corporation will remain the same.

ARTICLE III

Revisions in Article III are to hereby reflect the following changes:

By deleting all of Article III of the Articles of Incorporation, and substituting in lieu thereof,
all of the following:

"The aggregate number of shares which this corporation shall have authority to issue is the total sum of 40,000,000 shares, having an individual par value of \$.001.

Unless otherwise stated in the articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation."

ARTICLE IV

Pursuant to Article IV the registered agent of the corporation will remain the same.

ARTICLE V

Pursuant to Article V of the articles of incorporation the Incorporators will remain the same.

2. The Articles of Incorporation are hereby Amended to Include the following Articles in addition to the Articles originally declared on November 1, 1999.:

ARTICLE VI

The amount of capital with which this corporation will begin business is not less than the sum of Five- Hundred (\$500.00) Dollars.

ARTICLE VII

The existence of this corporation shall be perpetual unless sooner dissolved according to law.

ARTICLE VIII

The general nature of the business, objects and purpose proposed to be transacted and carried on, are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

A. To engage in the business of Multimedia Consulting and to conduct any and all other lawfully authorized business associated with same.

B. To acquire, hold, undertake and fully exploit the good will, property right, franchises and assets of every kind and the liabilities of any person, firm, association or corporation, either

wholly or partly, and to pay for the same in cash, stocks and/or bonds of the company or otherwise.

C. To borrow money and contract debts when necessary for the transaction of the business or for the exercise of its corporate rights, privileges and/or franchises, or for any other lawful purpose of its incorporation, to issue bonds, promissory notes, bills for exchange, debenture and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events whether by mortgage, pledge or otherwise, or unsecured for money borrowed or in payment for property or acquired or any other lawful object.

D. To guarantee, purchase, hold, sell assign, transfer, mortgage pledge or otherwise depose of the shares or the capital stock of any bonds, securities or evidence of indebtedness created by any other States or Government and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

E. To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in this State and in any of the several states, territories, possessions and dependencies of the United State, and District of Columbia and in foreign countries.

F. To do all and everything necessary and proper for the accomplishment of the object enumerated in the Certificate of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation and, in general, to carry on any lawful business necessary or incidental to the attainment similar in nature to the objects set forth therein, it being understood that the foregoing enumeration of specific power shall not be deemed exclusive by all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

ARTICLE IX

There shall be one or more Directors of this corporation.

ARTICLE X

The names and post office addresses of the first Board of Directors are as follows:

Director 1: Scott J. Weltz
200 Leslie Drive, Suite 431
Hallandale, Florida 33009

Director 2: Max Bacal
200 Leslie Drive, Suite 431
Hallandale, Florida 33009

ARTICLE XI

The directors of the Corporation, in addition to the powers conferred by the laws of the State of Florida shall have the power to make, alter and repeal the By-Laws and to set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose, and to alter or abolish such reserve.

A. The Corporation shall have a first lien on the shares of its members' stock and upon all dividends due them for any indebtedness by such members of the corporation.

B. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

C. The Corporation shall have full power and lawful authority to accept property, real, personal or mixed, labor and services, in payment for shares of the capital stock, in lieu of cash, at just valuation to be fixed by its Board of Directors.

D. Shares of the capital stock of the company when certificates thereof shall be issued shall be fully paid and nonassessable.

E. Shares of the capital stock of the company shall be transferred only on the books of the company by the holder thereof in person, or by his attorney, upon the surrender and cancellation of a certificate or certificates for like number of shares.

F. The corporation reserves the right to amend, change or repeal any provisions contained in this Certificate of Incorporation in any manner now or hereinafter prescribed by law and all rights conferred on Officers, Directors and Stockholders herein are granted subject to this reserve.

ARTICLE XII

The officers of this corporation are as follows:

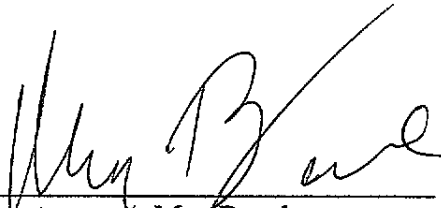
President, Treasurer, Chief Operating Officer: Scott J. Weltz
C/O 200 Leslie Drive, Suite 431
Hallandale, Florida 33009

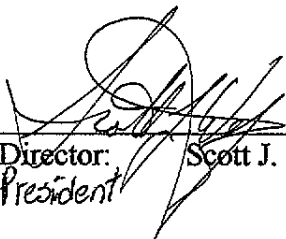
Executive Vice President, Secretary: Max Bacal
C/O 200 Leslie Drive, Suite 431
Hallandale, Florida 33009

3. These amendments were adopted by a written statement signed by the sole shareholders and sole directors of the Corporations on November 29th, 1999, pursuant to Section 607.1003 of the Florida Statutes.

4. The effective date of this Amendment shall be upon the filing of these Articles of Amendment of Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, we have hereunto subscribed our names at Hallandale, Broward County, Florida this 29th day of NOVEMBER, 1999.


Director: Max Bacal


Director: Scott J. Weltz
President

STATE OF FLORIDA)
COUNTY OF BROWARD)

PERSONALLY, before the undersigned authority, appeared Max Bacal and Scott J. Weltz to me well known as have provided _____ and Florida Drivers License # W432-790-67-137-0 as identification proving to be the persons described in and who executed the foregoing Amendment to the Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and executes this Amendment to the Articles of Incorporation this ____ of November, 1999.

SWORN TO AND SUBSCRIBED before me this _____ day of _____, 1999.

Notary Public State of Florida
at large

My Commission Expires: