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## BASIC AMENDMENT

CYGNUS ENTERTAINMENT, INC.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
CYGNUS ENTERTAINMENT, INC.

P99000109868

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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:

**First:** Amendment adopted:

That Article IV of the Articles of Incorporation be Amended so that the maximum number of shares of common stock authorized for the corporation would be increased from two thousand (2,000) shares to ten million (10,000,000) shares at the already approved par value of the shares as of this date.

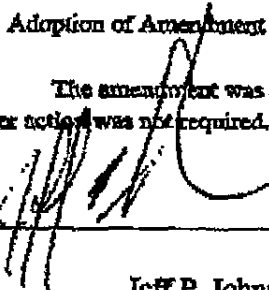
**Second:** (there is no second amendment)

**Third:** The Date of the amendment's adoption: November 20, 2000

**Fourth:** Adoption of Amendment

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signature



Jeff P. Johnson  
Chairman of the Board of Directors

**MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF  
CYGNUS ENTERTAINMENT, INC.**

A special meeting of the Board of Directors of Cygnus Entertainment, Inc. was held at 10:00 o'clock in the A.M. on the Twentieth day of November, 2000 at 25447 McDowell Court in the town of Sorrento, State of Florida, pursuant to a waiver of Notice of Regular meeting of Directors.

The following directors were present in person at the meeting:

Jeff P. Johnson, President  
Karen A. Johnson, Secretary  
Larry D. Stevens, Vice President

The President presided at the meeting and called it to order.

The board meeting was conducted for the purpose of debriefing of the current status of the corporation's capital raise, and to form resolutions necessary to increase the number of shares of stock from 2000, to 10,000,000. This was primarily done for the purposes of having adequate shares to conduct a complete capital raise.

Upon motion duly made, seconded and unanimously carried, it was

Resolved, that Article IV of the Articles of Incorporation be amended so that the maximum number of shares of common stock authorized for the corporation would be increased from two thousand (2,000) shares to ten million (10,000,000) shares at the already approved per value of the shares as of this date.

In addition, upon motion duly made, seconded and unanimously carried, it was

Resolved that of the increase in authorized shares of common stock, five million (5,000,000) shares would be reserved for capital funding.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Approved: \_\_\_\_\_

President

\_\_\_\_\_  
Secretary