

522356

CAPITAL CONNECTION INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Casinos del Real
Inc

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s) <u>photo</u>		
<input checked="" type="checkbox"/> Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement	***35.00	***35.00
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s. Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

108882853901-4
 -01/10/97-00064-002

97 JUN 10 PM 11 36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

NO + AM
 1/10

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	<u>[Signature]</u>		

WALK-IN Will Pick Up 1/10 1:00

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
CASINOS DEL REAL, INC.**

FILED
97 JAN 10 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the president of CASINOS DEL REAL, INC., does hereby amend the Articles of Incorporation of CASINOS DEL REAL, INC., as follows:

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be Hemisphere Resorts & Entertainment Corp.

**ARTICLE III
CAPITAL STOCK**

4.1. Total Shares. The total number of shares which the Corporation shall have the authority to issue is 200,000,000 shares which shall be divided into classes of which 40,000,000 shall be designated Preferred Stock, \$.0001 par value, and 160,000,000 shares, \$.0001 par value, which shall be designated Common Stock.

4.2. Preferred Stock. Subject to the following. The board of directors is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, if any, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof.

4.2. Voting Rights. The holder of each share of preferred stock shall be entitled to ten votes for each and every share of preferred stock owned on each issue upon which any shareholder of the Company is entitled to vote.

4.3. Conversion. At the election of the holder, each share of preferred stock may be converted into 2 shares of common stock of the Company. To elect conversion, the holder of preferred shares shall tender his shares to the Company's transfer agent with instructions to retire the preferred shares and to issue the holder three shares of common stock for each preferred share tendered.

4.3. Other Powers of the Board of Directors With Respect to Shares.

(a) The board of directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.

(b) The board of directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

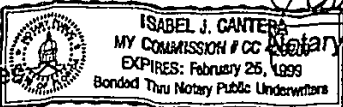
I hereby certify that the following was adopted by a majority vote of the shareholders

and directors of the corporation on January 6, 1997 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation on January 8, 1997.

Ricardo Del Real
Ricardo Del Real, President

The foregoing instrument was acknowledged before me on January 8, 1997, by Ricardo Del Real, who is personally known to me, or who has produced _____ as identification.

My commission expires _____
 *Isabel J. Cantera*
Notary Public