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LAW OFFICES OF  
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February 24, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

700002099657--8  
-02/27/97--01044--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Amendment to Articles of Incorporation  
Hemisphere Resorts & Entertainment Corp.

Gentlemen:

Enclosed please find original and one copy Amendments to Articles of Incorporation of Hemisphere Resorts & Entertainment Corp. Please return a certified copy to our office. Enclosed is a check in the amount of \$35.00 to cover the fees.

If anything further is needed, please do not hesitate to call our office.

Very truly yours,



Eric P. Littman

EPL/ljc

Enclosures

FILED  
97 FEB 27 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Amend*

VS MAR 3 1997

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF

HEMISPHERE RESORTS & ENTERTAINMENT CORP.

FILED  
97 FEB 27 PM 2:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, being the president of HEMISPHERE RESORTS & ENTERTAINMENT CORP., does hereby amend the Articles of Incorporation of HEMISPHERE RESORTS & ENTERTAINMENT CORP., as follows:

**SHARES**

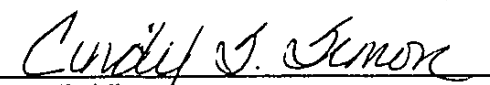
The capital stock of this corporation shall consist of 50,000,000 shares of Preferred Stock, \$.001 par value, and 200,000,000 shares of Common Stock, \$.001 par value.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on February 10, 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 this on February 10, 1997.

  
\_\_\_\_\_  
Michael Miller, President

Subscribed and Sworn on this 10th day of February, 1997  
Before me:

  
\_\_\_\_\_  
Notary Public



Cindy S Simon  
My Commission CC599687  
Expires November 7 2000

My Commission Expires: