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ROC G. HATFIELD

640 YORKSHIRE COURT C
SAFETY HARBOR, FLORIDA 34695

PHONE: (727) 725-0071
FAX: (727) 725-8742

June 26, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL -1 PM 3:49

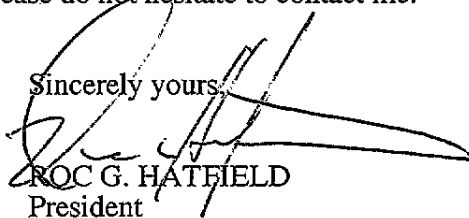
**RE: AVANTA ENTERTAINMENT, INC.
ARTICLES OF AMENDMENT**

Dear Sirs:

Enclosed for filing please find an original Articles of Amendment for the above-referenced corporation. Also enclosed is a check in the amount of \$35.00 for the corporate filing fee.

Thank you and if you have any questions please do not hesitate to contact me.

Sincerely yours



ROC G. HATFIELD
President

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Amend. & N/c

**ARTICLES OF AMENDMENT
OF**

AVANTA ENTERTAINMENT, INC.

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The undersigned sole shareholder and director of this corporation, pursuant to Chapter 607 of Florida Statutes, does hereby amend the articles of incorporation as follows:

ARTICLE 1 - NAME

The name of the Corporation is **AVANTA, INC.**

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 146 Second Street North, Suite #310, St. Petersburg, Florida 33701 and the mailing address is the same.

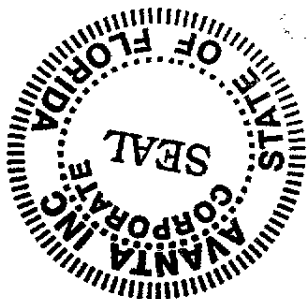
ARTICLE 15 - INDEMNIFICATION

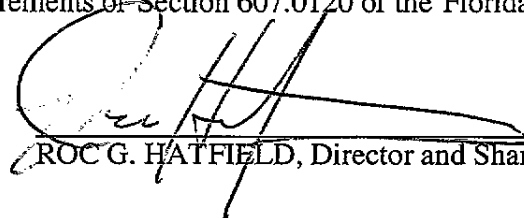
Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

All other paragraphs and articles of the Articles shall remain unchanged.

The foregoing amendments were adopted by written resolution of the sole Director on Wednesday, June 26, 2002, and by written resolution of the sole Shareholder of the Corporation on Wednesday, June 26, 2002.

EXECUTED, pursuant to the requirements of Section 607.0120 of the Florida Statutes, this 26th day of June, 2002.




R. G. HATFIELD, Director and Shareholder/President