

Under Pressure Pictures

32 Mangrove Lane
Miami, Florida 33037
telephone 3 0 5.453.9660
facsimile 3 0 5.573.3240

P94000010277

February 24, 1997

Florida Department of State
Division of Corporations

Re: Articles of Amendment Ref # P94000010277

800002099598--3
-02/27/97--01037--018
*****87.50 *****87.50

To whom it may concern,

Please find the following attached Articles of Amendment and the dollar amounts required for filing and certificate.

Please send the certificate to the mailing address of :

Under Pressure Pictures
Corinna Mei
303 - 30th Avenue
San Francisco, CA 94121

Sincerely,
Corinna Mei

FILED
97 FEB 27 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM
PMS
2/28

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 FEB 27 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Pressure Pictures, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

We the shareholders would like to change the address of doing business

from : 3841 NE 2nd Ave. #307
Miami, FL 33137

to : 32 Mangrove Lane
Key Largo, FL 33037

Second: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Third: The date of each amendment's adoption: January 1, 1997.

Fourth: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval

_____ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

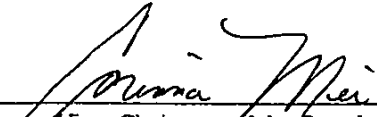
"The number of votes cast for the amendment(s) was/were sufficient for approval by
_____."

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 3 of February, 1997

Signature _____


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted the incorporators)

Corinna Mei
Vice President