P95000033453

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 583224 4381472

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 87.50

ORDER DATE : October 29, 1997

ORDER TIME : 8:39 AM

ORDER NO. : 583224-005

CUSTOMER NO: 4381472

CUSTOMER: I. Burton Spraker, Esq
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

W97000024739

700002333817--4

Name Change amend

RECEIVED 97 OCT 29 AM 11:37 DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

FILED 97 OCT 30 PM 1:23 SECRETARY OF STATE TALLAHASSEE, FLORIDA

NAME: STAGE 22 IMAGING, INC.

EFFICTIVE DATE:

Name Availability	10/31/97
Document Examiner	
Updater	
Verifyer	
Acknowledgement	
W.P. Verifyer	

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: ________

*02250, 00563, 00672

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1997

RESUBMIT
Please give original submission date as file date.

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: STAGE 22 IMAGING, INC.
Ref. Number: P95000033453

We have received your document for STAGE 22 IMAGING, INC. and the authorization to debit your account in the amount of $87.50. However, the document has not been filed and is being returned for the following:

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 397A00052764

RECEIVED
97 OCT 31 AM 11:26
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
STAGE 22 IMAGING, INC.**

97 OCT 30 PM 1:23
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of STAGE 22 IMAGING, INC., a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is STAGE 22 IMAGING, INC.

2. The Articles of Incorporation of the Corporation are amended by deleting Article I in its entirety and inserting the following Article I in its place and stead:

> "The name of the corporation is SILENT PLANET, INC."

3. The Articles of Incorporation of the Corporation are amended by deleting Article IV in its entirety and inserting the following Article IV in its place and stead:

> "This Corporation shall have the authority to issue 1,000,000 shares of common capital stock at a par value of $.001."

4. The Articles of Incorporation of the Corporation are amended by deleting Article V in its entirety.

5. The Articles of Incorporation of the Corporation are amended by inserting a new Article V entitled "SPLIT OF OUTSTANDING COMMON STOCK" as follows:

> "This Corporation shall have the authority to effect a split on the outstanding common stock of the Corporation by giving each shareholder five hundred (500) shares of common stock for each share of common stock owned at the time of the split."

6. The Amendment was approved by unanimous consent of all of the directors and shareholders entitled to vote on October 23, 1997.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 23rd day of October, 1997.

JOHN-ERIK MOSELER, President

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