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PHONE: (954) 523-2626

ACCT#: 076060003657

FAX #: (954) 523-5306

NAME: CLEOPATRA EXOTICS, INC.

AUDIT NUMBER.....H97000011515

DOC TYPE.....BASIC AMENDMENT

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
CLEOPATRA EXOTICS, INC.

1. Article ONE of the Articles of Incorporation of CLEOPATRA EXOTICS, INC., is amended to read as follows:

ARTICLE ONE

The name of the Corporations is STUDIO II PRODUCTIONS, INC.

2. The forgoing Amendment was adopted by a vote of a sufficient number of the Directors and Shareholders of this Corporations necessary for approval, on the 5th of June, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation, have executed these Articles of Amendment on the 5th day of June, 1997.

Attest:



Mark Anthony, Assistant Secretary



Dominick Pope, President

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
FAX AUDIT NUMBER:H97000011515

07/15/97

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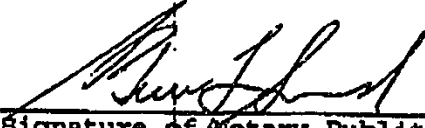
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FAX AUDIT NUMBER:H97000011515

STATE OF NEW YORK } ss:
COUNTY OF NEW YORK

ON June 5th, 1997, BEFORE ME, a Notary Public, in and for the State of New York, personally appeared, Dominick Pope and Mark Anthony, to me personally known and known to me to be the President and Assistant Secretary, respectively of CLEOPATRA EXOTICS, INC. who signed the foregoing Articles of Amendment, and acknowledge the execution thereof to be their free act and deed for the uses and purpose therein mentioned.


Signature of Notary Public

STEVEN L. SISKIND
Typed/Printed Name of Notary

STEVEN L. SISKIND
Notary Public, State of New York
No. 30-5026960
Qualified in Nassau County
Commission Expires March 30, 1998
mky31

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(954) 523-2626
F.B.N. 151293
FAX AUDIT NUMBER:H97000011515