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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: GOLDENBERG & GOLDENBERG
CONTACT: SHERRY CREWSS
PHONE: (954) 523-2626

ACCT#: 076060003657

FAX #: (954) 523-5306

NAME: STUDIO II PRODUCTIONS, INC.

AUDIT NUMBER.....H97000017589

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
10/24/97
DC

10/23/97

11:13

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10/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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FAX #: (850)922-4000

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1997

STUDIO II PRODUCTIONS, INC.
835 BENTWATER CR
201
NAPLES, FL 34108US

SUBJECT: STUDIO II PRODUCTIONS, INC.
REF: P96000040767

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Darlene Connell
Corporate Specialist

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Letter Number: 397A00051724

FAX AUDIT NUMBER:H97000017589

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
STUDIO II PRODUCTIONS, INC.

FILED
97 OCT 24 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article SIX of the Articles of Incorporation of STUDIO II PRODUCTIONS, INC., is hereby deleted in its entirety.

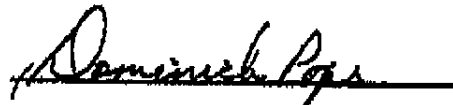
2. The forgoing Amendment was adopted by a vote of a sufficient number of the Directors and Shareholders of this Corporations necessary for approval, on the 1st of August, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation, have executed these Articles of Amendment on the 1st day of August, 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:H97000017589

FAX AUDIT NUMBER:H97000017589

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss:

On October 17, 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 STUDIO II PRODUCTIONS, 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. SIGMOND
Notary Public, State of New York
No. 30-402220
Qualified in Nassau County
Commission Expires 12-31-99
Typed/Printed Name of Notary

NY 34858