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FLORIDA DIVISION OF CORPORATIONS
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((H9800000078 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: RUIZ & CO., INC.
CONTACT: OSCAR W RUIZ
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NAME: ANGEL MULTIMEDIA CORP.
AUDIT NUMBER.....H9800000078
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
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** ENTER 'M' FOR MENU. **

FILED
98 JAN -2 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C Amend

*Joe
1/5*

H9800000078-9

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ANGEL MULTIMEDIA CORP.**

**FILED
98 JAN -2 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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)

ARTICLE I - NAME

Delete: ANGEL MULTIMEDIA CORP.

Added: ANGEL MULTIMEDIA CORP.

ARTICLE II - PRINCIPAL OFFICE

Delete: 24 East 5 Street, Suite# 1-A
Hialeah, Florida 33010

Added: 1325 N.W. 93 Court, #B-108
Miami, Florida 33172

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:

By Shareholders vote

Prepared by: Ruiz & Co., P.A.
1665 W. 68 Street, Ste# 206
Hialeah, Florida 33014
(305) 828-1277

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Page #2 Articles of Amendment

THIRD: The date of each amendment's adoption: January 2, 1998

FOURTH: Adoption of Amendment(s) (Check One)

The amendment(s) was/were approved by the shareholders. The number of votes as 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 _____ (Voting Group.)"

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 2nd of January 1998

Signature: _____



**ANTONIO H. MESA
PRESIDENT/DIRECTOR**

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