

BURGESS, HARRELL, MANCUSO,
OLSON & COLTON, P.A.

Attorneys at Law

James H. Burgess, Jr.^{*}
Donald J. Harrell^{oo}
R. Lynette Mancuso^{**}
Paul E. Olson^{**}
John A. Colton

P97000099039

^{*}Board certified civil trial lawyer
^{oo}Also admitted in Pennsylvania
^{**}Board certified real estate lawyer
^oCertified circuit and family court mediator

December 19, 1997
Overnight Delivery

Division of Corporations
Department of State
409 E. Gains St.
Tallahassee, Florida 32399

RE: Filing of Articles of Amendment
APOCALYPSE TATTOO, INC.

500002379825--4
-12/22/97--01157--011
*****35.00 *****35.00

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Amendment for the above referenced corporation, and a check in the amount of the following:

Articles Filing Fee \$35.00

Please file the original and return your evidence of filing to me.

Thank you for your promptness. If you should have any questions regarding the enclosures, please contact me.

Yours truly,

Donald J. Harrell

Donald J. Harrell
For the Firm

DJH/sh
cc: Client (w/o encl.)

*Copy to
Linda
page 2*

FILED
97 DEC 22 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1776 Ringling Boulevard, Sarasota, Florida 34236
Telephone 941-366-3700 Facsimile 941-366-0189
E-Mail Address: bhmo@gte.net

FILED

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APOCALYPSE TATTOO, INC.
ARTICLES OF AMENDMENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment to its Articles of Incorporation:

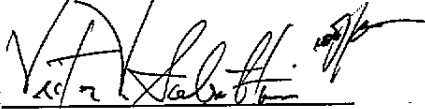
1. Name. The name of the corporation is APOCALYPSE TATTOO, INC.
2. Amendment Text. The amendment to the articles of incorporation of the corporation provides as follows:

RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted changing the name of the corporation from APOCALYPSE TATTOO, INC. to LEVEL FIVE, INC.

3. Date Adopted. The above amendment was adopted on the date hereof.
4. Method of Adoption. The above amendment was duly adopted by the board of directors and the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to such action has been given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
5. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument this 19th day of December, 1997.

APOCALYPSE TATTOO, INC.

By: 

Victor V. Sabattini
President