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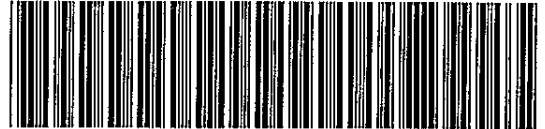
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05 MAY 23 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/27/05
Amend
28

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JAMES K. REESE, EA

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May 19, 2005

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment – ArtLife Productions, Inc.

Dear Sir or Madam:

Enclosed are (2) original Articles of Amendment for the above referenced corporation and my check in the amount of \$35.00 for the filing fees. Please file the Articles and return one copy of the Articles to me at the above address.

If you have questions, please do not hesitate to call me.

Sincerely,



James K. Reese, EA

Enclosures:

(2) Copies of Articles of Amendment
Check for \$35.00

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
ARTLIFE PRODUCTIONS, INC.**

FILED
05 MAY 23 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

ARTLIFE PRODUCTIONS, INC. adopts the addition of a corporate officer:

- 1) Eric Sadler, Vice President

SECOND: The effective date of this amendment is the 1st of May, 2005.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient.

Signed 19th day of May, 2005.

Signature

Karen Sadler

Karen Sadler

President