

P99000085427

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 14 PM 3:43

Volatile films, Inc.
1605 Lennox Avenue
Suite 8
Miami Beach, Florida 33139

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-06/14/02--01058--013
*****43.75 *****43.75

May 30, 2002

TO: Division of Corporation

FROM: Volatile films, Inc. (P99000085427)
1605 Lennox Avenue, Suite 8
Miami Beach, Florida 33139
305.673.1234 x 1003

RE: Amendments

Dear Madam/Sir:

Enclosed please find a check in the amount of

\$35.00 - filing fee
8.75 - 1 certified copies of the amendment at 8.75 each.

\$43.75

Please mail to the above address.

Thank you for your kind attention in this matter.

Amend.

V SHEPARD JUN 20 2002

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
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DIVISION OF CORPORATIONS
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Volatile Films, Inc.

(present name)

P99000085427

(Document Number of Corporation (If known))

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The following director/officer should be deleted:

Carlos Puga

Amended title:

Stephanie Guerra is now:
President and CEO
1128 1/2 No. Gardner Street
Los Angeles, CA 90046

Article

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:


THIRD: The date of each amendment's adoption: May 31, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast 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 12th day of JUNE, 2002

Signature  N. Tabri, President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

N. Tabri President
Typed or printed name

President
Title