



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 7, 1997

LAZARUS

MIAMI, FL

SUBJECT: FILGUEIRAS CORPORATION
Ref. Number: S23075

We have received your document for FILGUEIRAS CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The corporation name is misspelled in the title.

You have checked the box indicating that the amendment was approved by the shareholders through voting groups, if this is the case, you specifically name the voting groups. If there is only one group of shareholders, you should check the first box.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 597A00024150

RECEIVED
97 MAY -8 AM 10:42
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILGUEIRAS CORPORATION

(present name)

FILED

97 MAY -8 PM 1:10

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

ARTICLE VIII

THE NAME AND THE POST OFFICE ADDRESS OF THE MEMBERS OF THE BOARD OF DIRECTORS, WHO SHALL SERVE AS MEMBERS THEREOF ARE AS FOLLOW.

MARIA PAZ FILGUEIRAS (Director President) 15325 S.W.58th STRET
MIAMI FLORIDA 33193.-

NURIA NAVIDADES, (DIRECTOR-SECRETARY) 8625 S.W.152nd Av.Unid 267,
Miami Florida.-

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: APRIL 02, 1, 997

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

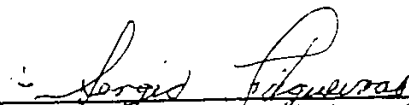
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 day 02 of April, 19 97

Signature



(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)

SERGIO FILGUEIRAS

Typed or printed name

DIRECTOR_PRESIDENT

Title

FOCUS ENTERTAINMENT INTERNATIONAL, INC.
ARTICLES OF AMENDMENT AND RESTATEMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 29 AM 11:24

FOCUS ENTERTAINMENT INTERNATIONAL, INC., a Florida corporation, having its principal office at 1200 S. Pine Island Road, Plantation, Florida 33324 (hereinafter referred to as the "Corporation") hereby certifies to the Secretary of State of Florida that:

FIRST: The Corporation desires to amend and restate its Articles of Incorporation as currently in effect as hereinafter provided.

SECOND: The provisions set forth in these Articles of Amendment and Restatement supersede the original Articles of Incorporation and all amendments thereto. These Articles of Amendment and Restatement correctly set forth the provisions of the Articles of Incorporation, as amended, of the Corporation.

THIRD: The Articles of Incorporation of the Corporation are hereby amended by striking in their entirety Articles I through XII, inclusive, and by substituting in lieu thereof the following:

FIRST: The name of the Corporation is FOCUS ENTERTAINMENT INTERNATIONAL, INC.

SECOND: The purposes for which the Corporation is formed are:

1. To engage in the entertainment industry and to engage in any other lawful purpose and/or business; and
2. To do anything permitted by Section 607.0302 of the Florida Business Corporation Act, as amended from time to time.

THIRD: The current post office address of the principal office in this State is 1200 S. Pine Island Road, Plantation, Florida 33324. The name and post office address of the current registered agent of the Corporation in this State is C.T. Corporation Systems, 1200 S. Pine Island Road, Plantation, Florida 33324. Said registered agent is a corporation resident in this State and has consented in writing to serve as registered agent.

FOURTH: The total number of shares of capital stock which the Corporation has authority to issue is 50,000,000 shares of Common Stock, \$.001 par value per share of Common Stock.

Each share of Common Stock shall be identical in all respects and for all purposes and the holders of the shares of Common Stock shall be entitled to one vote per share in all proceedings which shall be taken by the stockholders of the Corporation.

FIFTH: The number of directors of the Corporation shall be no less than one (1) and no greater than thirteen (13). The names of the current directors who shall act until their successors are duly chosen and qualified are:

Michael S. Morrison	Chairman
Alan Begner	Vice-Chairman
John Fry	Secretary
Michael Strizhevsky	Member
Erik Clabaugh	Member
Steve Wellington	Member
Cory Begner	Member
Leigh Burch III	Member
Nick Antonio	Member
Chuan Wang	Member
Kenichi Akiyama	Member

SIXTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its Common Stock, whether now or hereafter authorized, or securities converted into shares of its Common Stock, whether now or hereafter authorized;

(2) The Board of Directors shall have the power, if authorized by the Bylaws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the Bylaws of the Corporation and permitted by the Florida Business Corporation Act, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it;

(3) If the Bylaws so provide, the Board of Directors of the Corporation shall have power to hold its meetings, to have an office or offices and, subject to the provisions of the Florida Business Corporation Act, to keep the books of the Corporation, outside of said State at such place or places as may from time to time be designated by it;

(4) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and subject to the Florida Business Corporation Act, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and goodwill of the Corporation then owned or thereafter acquired.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force.

EIGHTH: Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval or advice of such action by the Board of Directors as required by law, to approve and authorize the following acts of the Corporation:

- (1) the amendment of the Articles of Incorporation of the Corporation;
- (2) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (3) the issuance of shares of Common Stock now or hereafter authorized or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
- (4) the sale, lease, exchange, or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (5) the participation by the Corporation in a share exchange (as defined in the Florida Business Corporation Act) as the Corporation, the stock of which is to be acquired;
- (6) the voluntary or involuntary liquidation, dissolution, or winding up of the Corporation.

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 607.0821 of the Florida Business Corporation Act, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment and Restatement, and by action of the stockholders of the Corporation in accordance with Section 607.0704 of the Florida Business Corporation Act,

the stockholders of the Corporation duly approved said Articles of Amendment and Restatement. The effective date of the directors' written informal action is April 10, 1997, and the effective date of the stockholders' action is April 10, 1997.

FIFTH: The number of votes cast for the amendments contained in these Restated and Amended Articles of Incorporation by each voting group entitled to vote separately on the amendments was sufficient for approval by that voting group.

IN WITNESS WHEREOF, FOCUS ENTERTAINMENT INTERNATIONAL, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 22nd day of April, 1997, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of FOCUS ENTERTAINMENT INTERNATIONAL, INC., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his/her knowledge, information, and belief.

ATTEST:

John W. Fry
John Fry, Secretary

FOCUS ENTERTAINMENT INTERNATIONAL, INC.

By: Michael S. Morrison
Michael S. Morrison, President

Verification/Acknowledgment

STATE OF GEORGIA)
) ss.
COUNTY OF FULTON)

The foregoing Articles of Amendment and Restatement were signed before me by Michael S. Morrison, as President of FOCUS ENTERTAINMENT INTERNATIONAL, INC., who, under oath, stated that the matters and facts set forth therein with respect to authorization and approval are true in all material respects to the best of her knowledge and belief.

Dated this 22nd day of April, 1997.

Nancy D. Houston
Notary Public

My Commission Expires:
Notary Public, Coweta County, Georgia
My Commission Expires Oct. 22, 1997

Address: 185 Craig Wood Way
Sharpsburg, GA 30277