

V02632

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April 4, 1997

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

104/017/97-01005-1023
*****35.00 *****35.00

Re: The Acting Studio Company, n/k/a
David Goldberg Productions, Inc.
Articles of Amendment
S & A File No. 701-02

Dear Sir/Madam:

This firm represents the legal interests of The Acting Studio Company, a Florida profit corporation. Enclosed please find the original and one copy of Articles of Amendment to Articles of Incorporation of The Acting Studio Company. Also enclosed is our firm's check payable to the Secretary of State in the amount of \$35.00 for filing fee.

Please note that, among other things, the enclosed Articles of Amendment change the name of the corporation to David Goldberg Productions, Inc. Please file these Articles of Amendment at your earliest convenience. Upon filing of the original Articles of Amendment, please date-stamp the enclosed copy, and return the copy to me in the self-addressed, postage-paid envelope furnished with this letter.

If you have any questions, please call my secretary, Kathryn Dorman, or me. Thank you for your assistance.

Very truly yours,

SHUGHART & ASSOCIATES

Clifford D. Edelston

CDE/nh
Enclosures
cc: w/o enclosure:
Mr. David M. Goldyn

FILED
97 APR -7 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
w/ Name
CHANGE

4/9/97

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
THE ACTING STUDIO COMPANY

FILED
97 APR -7 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1006, Florida Statutes, THE ACTING STUDIO COMPANY, a Florida profit corporation, adopts the following Articles of Amendment to its Articles of Incorporation, filed with the Secretary of State of Florida on December 23, 1991, with an effective date of January 1, 1992, and assigned document number V02632:

1. Article I of the Articles of Incorporation of THE ACTING STUDIO COMPANY is hereby amended to read as follows:

The name of the corporation is:
DAVID GOLDBERG PRODUCTIONS, INC.

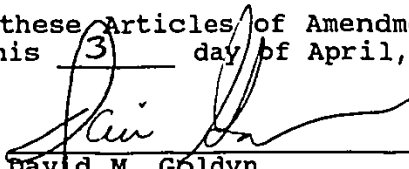
The Mailing Address of the Corporation is:
5127 Duban Avenue, Orlando, Florida 32812.

2. Article III of the Articles of Incorporation of THE ACTING STUDIO COMPANY is amended to read as follows:

This Corporation may engage in theatrical, television, and movie productions and casting and any other activity or business permitted under the laws of the United States of America and the State of Florida.

3. Each of the foregoing amendments to the Articles of Incorporation is adopted as of April 1, 1997.
4. The foregoing amendments are unanimously approved by the sole shareholder of the Corporation. The number of votes cast for the amendments is sufficient for approval.

The undersigned has executed these Articles of Amendment to the Articles of Incorporation on this 3 day of April, 1997.



David M. Goldyn
As President of DAVID GOLDBERG
PRODUCTIONS, INC., f/k/a THE
ACTING STUDIO COMPANY

STATE OF CALIFORNIA
COUNTY OF LOS ANGELES

The foregoing instrument was acknowledged under oath before me this 3 day of April, 1997, by David M. Goldyn, as President, on behalf of DAVID GOLDBERG PRODUCTIONS, INC., f/k/a THE ACTING STUDIO

COMPANY. He is ~~()~~ personally known to me or (X) has produced
his FL D.L G431-113-55-306-0 as identification.

NOTARY PUBLIC:

sign: [Signature]

print: SALLY J. KIM

State of California

My Commission Expires: Nov 11, 2000
Nov 11, 2000

