

P06000090467

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

2006 AUG 24 PM 12:46

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Amend

C. Coultette AUG 24 2006

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Flixn, Inc.

Signature

Requested by:

SP 8/24/06 12:07
Name Date Time

Walk-In

Will Pick Up

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
✓ ____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ ____ Photo Copy x 3 _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLIXN, INC.**

Document Number of Corporation P06000090467

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 I

The name of the corporation shall be FLIXN, INCORPORATED.

ARTICLE II

The principal place of business shall be:

533 SW 22 Terrace
Ft. Lauderdale, Florida 33312

ARTICLE IV

The number of outstanding shares of common stock shall be 1,000 WITHOUT PAR VALUE.

The shares of stock shall be divided as follows:

a.	KEVIN COOK	32.5% of Common Stock
b.	SAMUEL GREER	32.5% of Common Stock
c.	RINALDO CARTAYA	15% of Common Stock
d.	JESSICA R. MAGAZINE	5% of Common Stock

ARTICLE V
OFFICERS AND DIRECTORS

NAME	ADDRESS	TITLE
KEVIN COOK	329 Oak Leaf Street Kingston, Tennessee 37763	CHAIRMAN, CO-CEO and TREASURER
SAMUEL GREER	20390 Oyster Mountain Lane Whitewood, S.D. 57793	CTO and CO-CEO
MATTHEW DAVID ROBENOLT	5256 Kirk Road Austintown, OH 45515	VICE PRESIDENT and SECRETARY
RINALDO CARTAYA	533 SW 22 Terrace Ft. Lauderdale, Florida 33312	PRESIDENT and DIRECTOR of SALES and MARKETING

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: SHARES ARE ISSUED AS OF THE 23rd day of August 2006.

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TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption:

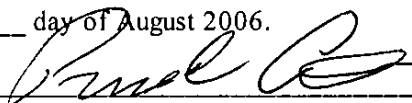
The date of all these amendments shall be as of the 23rd day of August 2006.

FOURTH: Adoption of Amendment(s)

- ✓ The amendment(s) was/were adopted by the board of directors without
shareholder action and shareholder action was not required.

Signed this 23 day of August 2006.

Signature _____



(RINALDO CARTAYA, PRESIDENT, FLIXN INCORPORATED)

ACKNOWLEDGMENT

State of FLORIDA

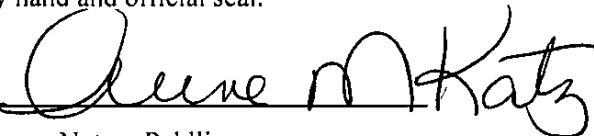
County of MIAMI-DADE

On the 23 day of August 2006 before me, Anne M. Katz, NOTARY PUBLIC, personally appeared RINALDO

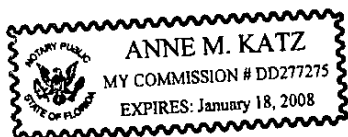
CARTAYA as PRESIDENT, person(s) involved], personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Signature _____



Notary Public



(Seal)