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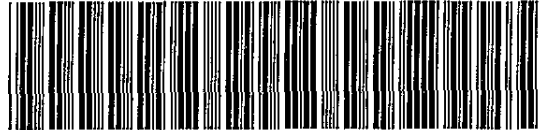
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TALLAHASSEE, FLORIDA

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(386) 736-7704-Facsimile

FEBRUARY 25, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: SHOESTRING THEATRE, INC.,
A Florida corporation not for profit

Dear Sir:

I have enclosed the original and a duplicate copy of the Amendment to Articles of Incorporation for the above corporation. Please endorse your approval on the duplicate, certify and return the document to this office.

Also enclosed you will find my office check #8538 in the amount of \$43.75, which represents the amendment fee of \$ 35.00 and certified copy fee of \$8.75.

Thank you for your cooperation in this matter.

Sincerely,


DAVID E. DISNEY

DED/rcw
Enc.:



AMENDMENTS TO ARTICLES OF INCORPORATION
OF
SHOESTRING THEATRE, INC.
A Corporation Not For Profit

The membership of Shoestring Theatre, Inc., approved the following amendments to the Articles of Incorporation of Shoestring Theatre, Inc., a corporation not for profit. Such approval was given by the membership of the corporation at a special meeting of the membership called by the Board of Directors as provided by Article X of the Articles of Incorporation. Notice of such meeting of the membership was given to the members of the Corporation in the manner prescribed by the Articles of Incorporation and the by-laws of the Corporation. The vote of the membership approving these amendments to the Articles of Incorporation was accomplished in strict compliance with the Articles of Incorporation of Shoestring Theatre, Inc. and with the provisions of the applicable Florida laws. The President and the Secretary of Shoestring Theatre, Inc., a corporation not for profit, hereby affirm and attest that these amendments to the Articles of Incorporation of Shoestring Theatre, Inc. were approved by the membership of the corporation on September 30, 2001, in full compliance with the Articles of Incorporation and all laws applicable thereto:

'ARTICLE VII – BOARD OF DIRECTORS:

Section 1. is hereby amended as follows:

Section 1. The Board of Directors shall determine the policy of this Corporation and shall oversee the activities of the Officers and the Executive Committee. The Corporation shall have not less than eleven (11) or more than seventeen (17) Directors.

Section 3. is hereby amended as follows:

Section 3. Members of the Board of Directors shall be elected at a regular meeting of the membership at or near the end of the production year. The Officers of the Corporation shall be members of the Board of Directors for a term of one (1) year. The immediate Past President of the Corporation shall be a member of the Board of Directors until a new person becomes past president. Not less than two (2) nor more than four (4) directors shall be elected at each regular meeting of the membership at or near the end of the regular production year to serve for a term of three (3) years. The Board of Directors may elect one (1) or two (2) additional directors to serve until May 31, 2002; one (1) or two (2) additional directors to serve until May 31, 2003, and one (1) or two (2) additional directors to serve until May 31, 2004. Thereafter, not less than three (3) months prior to each annual meeting of the membership at or near the end of the production year, the Board of Directors shall determine the number of directors to be elected for the upcoming three (3) year term, providing that the number shall be not less than two (2) not more than four (4).

THE ARTICLE BETWEEN ARTICLE VIII AND ARTICLE X. NOW NUMBERED ARTICLE XI – BY-LAWS: is hereby amended as follows to correct numbering error

ARTICLE IX – BY-LAWS:

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PAGE 2

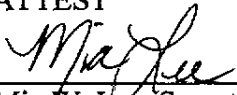
ARTICLE XI – LOCATION: is hereby amended as follows:

ARTICLE XI – LOCATION:

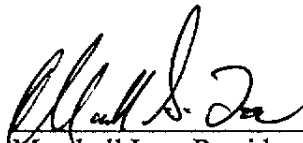
The location of this corporation shall be at Shoestring Theatre, 380 S. Goodwin Street, City of Lake Helen, County of Volusia, State of Florida, or at such other location within Volusia County, State of Florida as may be designated by the Board of Directors.

The adoption of the foregoing amendments to the Articles of Incorporation of Shoestring Theatre, Inc. a corporation not for profit under the laws of the State of Florida by the membership of the corporation is hereby affirmed by the president of the said corporation and attested by the secretary of the said corporation.

ATTEST



Mia W. Lee, Secretary
Shoestring Theatre, Inc.



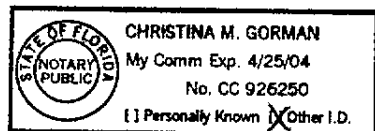
Marshall Lee, President
Shoestring Theatre, Inc.

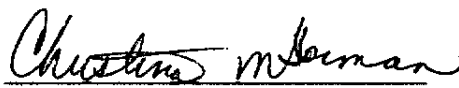
(Corporate Seal)

STATE OF FLORIDA)
) ss:
COUNTY OF VOLUSIA)

Before me, a Notary Public duly authorized in the State of Florida and the County of Volusia to take acknowledgments, personally appeared Marshall Lee and Mia W. Lee to me known to be the persons described as President and Secretary, respectively, of Shoestring Theatre, Inc. and who executed the foregoing Amendments to the Articles of Incorporation of Shoestring Theatre, Inc. and they acknowledged before me that they executed and subscribed to these Amendments to the Articles of Incorporation as such President and Secretary of the said corporation.

Witness my hand and official seal in the County of Volusia, State of Florida this
6th day of February, 2003





Notary Public, State of Florida
At Large