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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From: GAIL S ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.
Account Number : 072720000036
Phone : (407) 843-4600
Fax Number : (407) 843-4444

PLEASE ARRANGE FILING OF THE ATTACHED AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

A02-174

LIMITED PARTNERSHIP AMENDMENT

DC3 ENTERTAINMENT LLLP

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$105.00

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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
DC3 ENTERTAINMENT, LLLP.**

The undersigned withdrawn General Partner and newly admitted General Partners of DC3 ENTERTAINMENT LLLP., a Florida limited liability limited partnership (the "Partnership"), pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act, Section 620.109, Florida Statutes, hereby make and file with the Florida Department of State this Certificate of Amendment to Certificate of Limited Partnership for the purpose of amending the Certificate of Limited Partnership of the Partnership as originally filed with the Florida Department of State on February 6, 2002 and assigned limited partnership number A02000000174.

1) Digital Media School, Inc., a Florida corporation and the original General Partner of the Partnership, has assigned its entire interest in the Partnership to Jonathan Phelps, an individual, and Esther Phelps, an individual, who have been admitted as a General Partners of the Partnership, and Digital Media School, Inc. has withdrawn as a General Partner. Accordingly, the General Partners of the Partnership are Jonathan Phelps and Esther Phelps, whose address is 10149 Citation Court, Bainbridge Island, WA 98110.

2) This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

EXECUTED this 1st day of January, 2003.

WITHDRAWN GENERAL PARTNER:

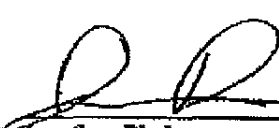
NEW GENERAL PARTNER:

Digital Media School, Inc.,
a Florida corporation

By: 

Name: Edward E. Haddock, Jr.

As its: President


Jonathan Phelps


Esther Phelps

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