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Wills, Trusts, Estates
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August 17, 2000

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TRANSMITTAL LETTER

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

**SUBJECT: Articles of Amendment to Articles of Incorporation of
Chuckle Productions, Inc.**

Enclosed is an original and one (1) copy of Articles of Amendment to Articles of
Incorporation of Chuckle Productions, Inc. Also included is a check for the filing fee of \$35.00.

FROM: Greg A. Betterton, Esq.
981 Ridgewood Avenue, Suite 101
Venice, Florida 34292
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FILED
00 AUG 21 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. LEWIS AUG 29 2000

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

OF

CHUCKLE PRODUCTIONS, INC.

FILED
00 AUG 21 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHUCKLE PRODUCTIONS, INC., a Florida Corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article I in its entirety and by substituting, in lieu thereof, the following:

ARTICLE I

The name of the Corporation shall be ART LICENSING INTERNATIONAL, INC.

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the Corporation laws of the State of Florida.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of 607.0821, .0704 and .1003, Florida Statutes, all shareholders entitled to vote thereon and all directors having executed a written statement, dated August 9, 2000 manifesting their intentions that the amendment be adopted.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its Authorized Representative this 17th day of August, 2000.

CHUCKLE PRODUCTIONS, INC.

By: [Signature]
Greg Betterton
Authorized Representative
of Corporation