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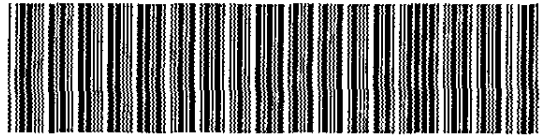
(Business Entity Name)

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03 JUN 18 PM 4:38

DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

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DEPT. OF REVENUE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032
REFERENCE : 136840 7382829
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 55.00

FILED
03 JUN 18 PM 4:38
TALLAHASSEE, FLORIDA

ORDER DATE : June 18, 2003

ORDER TIME : 1:43 PM

ORDER NO. : 136840-005

CUSTOMER NO: 7382829

CUSTOMER: Mr. Gregory B. Galloway, Esq.
Mr. Gregory B. Galloway, Esq.
755 Stage Lane

Lake Buena Vist, FL 32830

DOMESTIC AMENDMENT FILING

NAME: BJ FILM, LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT TO
AMENDED ARTICLES OF ORGANIZATION OF
BJ FILM, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

03 JUN 18 PM 4:38
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

- FIRST:** The date of the filing of the Articles of Organization of BJ Film, LLC, a Florida limited liability company ("Company") was November 4, 2002, and the date of the filing of the Company's Amended Articles of Organization was November 14, 2002.
- SECOND:** The following amendments to the Company's Amended Articles of Organization were adopted by the Company:
1. The members of the Company have unanimously agreed to amend and restate Article I of the Company's Amended Articles of Organization to read in its entirety as set forth below:

ARTICLE I - NAME

The name of this limited liability company is Bobby Jones Film, LLC ("Company")


2. The members of the Company have unanimously agreed to amend and restate Article XVI of the Company's Amended Articles of Organization to read in its entirety as set forth below:

ARTICLE XVI - MEMBERSHIP INTEREST UNITS

The Company shall have separate membership interests to be designated, respectively, "Special Voting Units" and "Regular Units." The Company is authorized to issue Three Hundred Seventy-six (376) Special Voting Units. The Company is authorized to issue Two Hundred Thirty-three (233) Regular Units. The holder of each Special Voting Unit shall be entitled to one (1) vote for each Special Voting Unit held by such holder on the record date or written consent of members, and shall not be entitled to share in net income and net losses and distributions with respect to the Company's membership interests. The holder of each Regular Unit shall be entitled to one (1) vote for each Regular Unit held by such holder on the record date or written consent of members, and shall be entitled to share in net income and net losses and distributions with respect to the Company's membership interests.

The Company shall not issue more than Two Hundred Thirty-three (233) Regular Units without the affirmative vote of sixty percent (60%) by interest of the voting membership units (inclusive of Special Voting Units and Regular Units).

Dated: June 12, 2003


Richard A. Eldridge, Jr., Member

FILED
03 JUN 18 PM 4:38
CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

BJ FILM, LLC
UNANIMOUS WRITTEN CONSENT OF THE MEMBERS
TAKEN IN WRITING IN LIEU OF
MEETING

FILED
03 JUN 18 PM 14:38
STATE OF FLORIDA
TALLAHASSEE

The undersigned, constituting all of the members ("Members") of BJ Film, LLC ("Company"), a Florida limited liability company, acting pursuant to the provisions of the Florida Limited Liability Company Act, Florida Statutes, Chapter 608 (the "Act"), hereby adopts in writing the following resolutions effective June 12, 2003:

AMENDMENT TO ARTICLES OF ORGANIZATION

WHEREAS, the Members deem it in the best interest of the Company to amend the Amended Articles of Organization of the Company in the manner set forth on Exhibit A attached hereto (the "Articles of Amendment");

BE IT RESOLVED, that the Articles of Amendment submitted to the Members and attached hereto as Exhibit A are hereby approved and adopted by the Members; and


RESOLVED FURTHER, that Richard A. Eldridge, Jr. is authorized, empowered and directed to execute and deliver the Articles of Amendment on behalf of the Company in such form and with such changes therein as he may, consistent with the intents and purposes of the foregoing resolutions, approve, and to do or to cause to be done all such additional acts or things as he, in his sole discretion, deems necessary or advisable to carry out such intents and purposes, including causing the Articles of Amendment to be filed with the Florida Secretary of State.

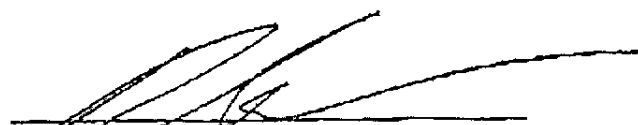
NOTICE/COUNTERPARTS

Each Member, by signing this written consent, waives notice of the time, place, and purpose of a meeting of Members of the Company, and agrees to the foregoing resolution. This Written Consent may be executed simultaneously in two or more counterparts, each of which shall be deemed an original but all of which together will constitute one and the same Consent. A signed facsimile copy of this Consent shall be treated as an original until copies of this Consent containing original signatures have been returned to the Company.

EFFECTIVE DATE OF RESOLUTIONS

RESOLVED, that the aforesaid resolutions shall be effective as of June 12, 2003.


Kim Dawson, Member


Richard A. Eldridge, Jr., Member

Constituting all of the Members of the Company.