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BECKER & POLIAKOFF, P.A.

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June 13, 2005

Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Organization of
"I'll Pay You to Shoot My Publishing, LLC" formerly known as
"Ganymede Publishing, LLC"

Dear Registration Clerk:

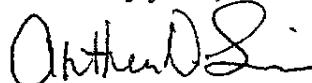
On behalf of our client, Tracy Miller-Rudloff, we are enclosing the original and one copy of the Articles of Amendment to the Articles of Organization for the limited liability company formerly known as "Ganymede Publishing, LLC" whose Articles of Organization were previously filed on December 9, 2002.

Also enclosed please find the enclosed check for \$60.00 for the filing fee (\$25.00), a certified copy (\$30.00), and a certificate of status (\$5.00).

Upon filing the enclosed Articles of Amendment, please change the name of "Ganymede Publishing, LLC" to "I'll Pay You to Shoot My Publishing, LLC" and return the enclosed copy date stamped to our office along with a receipt for the filing fee in the self addressed stamped envelope enclosed for your convenience.

Should you have any questions or require additional information, please do not hesitate to contact the undersigned.

Sincerely yours,



Arthur D. Sims II
For the Firm

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Enclosures

LAW OFFICES

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TELEPHONE (407) 875-0955
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
I'LL PAY YOU TO SHOOT MY PUBLISHING, LLC
formerly known as
GANYMEDE PUBLISHING LLC**

THE UNDERSIGNED Member Manager, TRACY MILLER-RUDLOFF, of I'LL PAY YOU TO SHOOT MY PUBLISHING, LLC. Formerly known as GANYMEDE PUBLISHING LLC., a Florida limited liability company organized and existing to administer all music publishing rights on behalf of MEGAN RUDLOFF p/k/a "Megan McCauley," in the entertainment industry, namely record, compact discs, DVD's and audio tape production; motion picture film production; production of video cassettes and DVD's for others; production of live musical concerts; composition of music for others, namely, writing and scoring of musical compositions, hereby certifies that the following amended and restated Articles of Organization hereby supercedes the previously filed Articles of Organization which were recorded on December 9, 2002 under Document No. L02000032878 bearing the Federal Identification No. of 320071474.

ARTICLE I – Name:

The name of the Limited Liability Company is:

I'LL PAY YOU TO SHOOT MY PUBLISHING, LLC

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
5301 Florence Harbor Drive, Orlando, Florida 32829


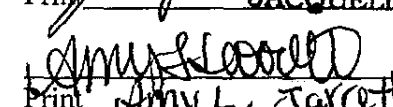
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ALL OTHER ARTICLES WILL REMAIN AS PRESENTLY CONSTITUTED UNDER THE CURRENT ARTICLES OF ORGANIZATION.

Executed this 3rd day of June, 2005.

Signed, sealed and delivered
in the presence of witnesses:

I'LL PAY YOU TO SHOOT MY
PUBLISHING, LLC., formerly known as
GANYMEDE PUBLISHING, LLC.


Print JACQUELINE LUCE

Print Amy L. Tarrett

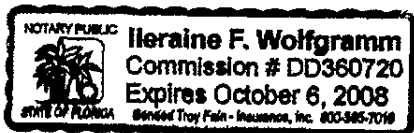
By 
TRACY MILLER-RUDLOFF, Manager
Address 5301 Florence Harbor Dr
Orlando FL 32829

(CORPORATE SEAL)

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared TRACY MILLER-RUDLOFF, personally known to be the Member Manager of the I'LL PAY YOU TO SHOOT MY PUBLISHING, LLC. f/k/a GANYMEDE PUBLISHING LLC., or having produced FLORIDA DRIVERS LICENSE as identification and having been duly sworn acknowledges before me that she has freely and voluntarily executed this Amendment to the Articles of Organization.

WITNESS my hand and official Seal in the State and County last aforesaid, this 2nd day of June, 2005.



Ilerraine F. Wolfgramm
Notary Public, State of Florida at Large.
Printed Name: Ilerraine F. Wolfgramm
My Commission Expires: 10/6/08

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA