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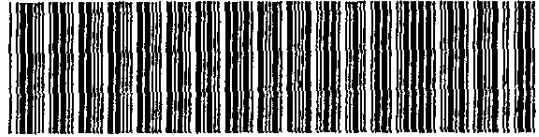
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LANGBEIN LANGBEIN
PROFESSIONAL ASSOCIATION

EVAN J. LANGBEIN, ESQ.
Board Certified, Appellate Practice
Mediator / Arbitrator

LESLIE W. LANGBEIN, ESQ.
Board Certified, Labor & Employment
Mediator / Arbitrator

December 28, 2004

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Boobaloo USA L.L.C.
Articles of Amendment

Dear Sir/Madam:

In regard to the above captioned matter please find an Amendment for filing with your office. Please provide proof of that filing along with a certified copy of that record. Accordingly we have enclosed this firm's check for a total of \$55.00 and a self addressed stamped envelope for your convenience.

Should you require any additional information please do not hesitate to contact our office.

Very truly yours,



Sherry Bowe, Assistant to
Leslie W. Langbein, Esquire
Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BOOBALOO USA L.L.C.**

Article V of the Company's Articles of Organization are hereby amended to read as follows:

"Article V - MANAGEMENT/MEMBERS

The Company is managed by a Management Committee composed of five members, three of whom are appointed by Publtimeanimazioni S.p.A. and two appointed by TRB Associates, L.L.C. The Chair of the Company is Antonio Negri of Publtimeanimazioni S.p.A. The Company's Managing Member is Thierry Rougeau of TRB Associates, L.L.C. The names and addresses of the two companies whose members will manage the Company until their successors are elected and qualified and their percentage of ownership in the Company are:

TRB Associates, L.L.C. 5151 Collins Avenue, Suite 719 Miami Beach, FL 33140	41.5%
Publtimeanimazioni S.p.A. Settala (MI), Strada Cerca n. 4, Milano, Italy	58.5%

These Articles of Amendment were adopted on June 15, 2004 by the Company's member(s) with sufficient number of votes to approve them in accordance with its Articles of Organization, its Operating Agreement, and with Section 608.411,

The effective date of the Articles of Amendment shall be on the date of filing in the State of Florida Department of State.

Dated November 11, 2004



Thierry Rougeau
Managing Member

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TALLAHASSEE, FLORIDA

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