June 18, 2002

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

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RE: Hosken Productions, Inc.

Dear Sirs:

Enclosed are the Articles of Amendment to the Articles of Incorporation (one original and one copy) as well as a check in the amount of \$35. If you need any additional information please call Bob Mahoney at 954-784-7776.

Please return to:

Robert F. Mahoney, P.A. 3801 North Federal Highway Pompano Beach, Florida, 33064

Cordially,

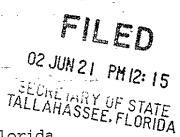
Olga Hosken Cardonick President 02 JUN 21 PH 12: 14
PALLAHASSEE EI DATE

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

HOSKEN PRODUCTIONS, INC.



Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE OF AMENDMENT NO. I

The name of this corporation is HOSKEN PRODUCTIONS, INC.

ARTICLE OF AMENDMENT NO.II

The following Amendment to the Articles of Incorporation are hereby adopted and approved by a resolution approved by the Board of Directors on June 17, 2002. Members are not entitled to vote on the amendments.

ARTICLE OF AMENDMENT NO. III

The Amendments to the Articles of Incorporation are as follows:

ARTICLE VIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE IX

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Dated this 18 day of June, 2002

Olga Hosken Cardonick

President