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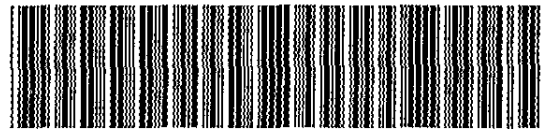
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN AUG 15 2003

Amend

LARRY L. DILLAHUNTY, P.A.
♦ ATTORNEY AT LAW ♦

LARRY L. DILLAHUNTY
CATHY H. DILLAHUNTY, Paralegal

August 11, 2003

Ph: (727) 527-4050
Fax: (727) 527-4115
E-Mail: LarryDLaw@aol.com

Post Office Mailing Address:
204 - 37th Avenue North, #323
St. Petersburg, FL 33704-1416

*Office Consultation by
Appointment Only*

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Skyway Productions, Inc.
Articles of Amendment

Dear Sir or Madam:

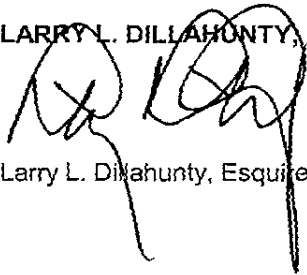
Enclosed please find the original signed Articles of Amendment and Minutes for my client, Skyway Productions, Inc., a Florida Corporation Not for Profit. Also enclosed please find my trust account check payable to the Secretary of State in the amount of \$35.00 for the filing fee.

Please file the same with the Division of Corporations as soon as possible.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to contact me.

Sincerely yours,

LARRY L. DILLAHUNTY, P.A.


Larry L. Dillahunty, Esquire

LLD/chd
Enclosures

Sent Via Federal Express

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
SKYWAY PRODUCTIONS, INC.

There being no members, the Board of Directors of **SKYWAY PRODUCTIONS, INC.**, a Florida Corporation Not for Profit, by majority vote at a Special Meeting held on August 8th, 2003, adopted the below detailed amendments to the Articles of Incorporation of **SKYWAY PRODUCTIONS, INC.**, in conformity with Florida Statute, as follows:

1. Article III shall be amended to read as follows:

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is to develop musical works from artist inception through completed production.

2. Article IX shall be added to the Articles of Incorporation as follows:

ARTICLE IX

EXEMPTION UNDER SECTION 501(c) (3)

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are

deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, 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 disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization 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.

EFFECTIVE the date of this Amendment is the 8th day of August, 2003.


SHARON L. OHRENSTEIN - President/Director

(Corporate Seal)


DAVID Y. OHRENSTEIN - Vice-President/Secretary/
Director


CLAUDIA JOHNSON - Director

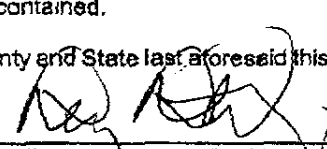
STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SHARON L. OHRENSTEIN, as President, and DAVID Y. OHRENSTEIN, as Vice-President/Secretary, of SKYWAY PRODUCTIONS, INC., a Florida Corporation Not for Profit, to me personally known, or who produced ICD as identification, to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of August, 2003.

My Commission Expires:
My Commission Number:


Notary Public / State of Florida
Printed Name: Larry L. Dillahunt



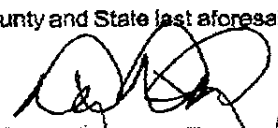
Larry L. Dillahunt
My Commission DD225918
Expires June 24, 2007

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **CLAUDIA JOHNSON**, as Director of **SKYWAY PRODUCTIONS, INC.**, a Florida Corporation Not for Profit, to me personally known, or who produced ICN 0000 as identification, to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same for the purposes therein contained.

WITNESS my hand and official seal in the County and State last aforesaid this 8 day of August, 2003.



Notary Public, State of Florida

Printed Name: Larry L. Dillahunty
Larry L. Dillahunty



My Commission DD225918
Expires June 24, 2007

My Commission Expires:
My Commission Number: