



2232 Alton Road
Miami Beach, FL 33140

June 23, 2003

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee FL 32314

Re: Fourth Dimension of South Beach, Inc.
Document Number N03000000517

Dear Sir or Madam:

Please find enclosed:

- (1) Amended Articles of Incorporation for Fourth Dimension of South Beach, Inc. (N03000000517)
- (2) Resignation letters from our former 1st and 2nd Vice Presidents (Keith Aaron and Fernando Ramos).
- (3) Check in the amount of \$35.00, made payable to Department of State, as instructed on your web page: <http://www.dos.state.fl.us/doc/pdf/cr2e009.pdf>

Should you require further information, please contact me at the above address.

Thank you.

Evelyn Shobin, Secretary
4th Dimension of South Beach, Inc.

(305) 538-3857

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED

03 JUN 25 PM 2:13

CLERK OF STATE
TALLAHASSEE, FLORIDA

FOURTH DIMENSION OF SOUTH BEACH, INCORPORATED

(present name)

N03000000517

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Article IV: The initial officers shall be appointed by the founders of 4DSB and shall serve two consecutive terms of two years each; subsequent officers shall be elected by the sitting board and serve pursuant to Article IV, Section 3B of the bylaws.

Article V: The names of the officers of the Board of Directors are:

Steve Weaver, President (2232 Alton Rd., Miami Beach, FL 33140)
Evelyn Shobin, Secretary (2232 Alton Rd., Miami Beach, FL 33140)
Marcos Fernandez, VP/Treasurer (1900 Sunset Harbor Dr., MB, FL 33139)
Dina Six, VP/Production (1615 Euclid Ave. #9, MB, FL 33139)

SECOND: The date of adoption of the amendment(s) was: June 21, 2003

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

Evelyn Shobin

Typed or printed name

Secretary

Title

June 23, 2003

Date

June 1, 2001
1770 Meridian Ave.
Miami Beach, FL 33139

Board of Directors - 4DSB
2232 Alton Road
Miami Beach, FL 33139

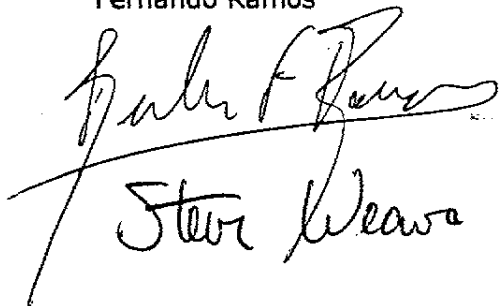
Dear Board,

I regret to inform you that I must resign my position as 2nd Vice-President of the Board of Directors of Fourth Dimension of South Beach, Inc.

I will continue as a member of the board, as you requested.

Sincerely,

Fernando Ramos

 6/21/03
Steve Weawa witness 6/21/03

June 1, 2001
2450 Flamingo Place
Miami Beach, FL 33140

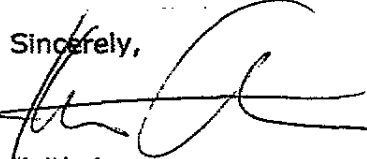
Board of Directors - 4DSB
2232 Alton Road
Miami Beach FL 33140

Dear Board,

I regret to inform you that I must resign my position as Vice-President of the Board of Directors of Fourth Dimension of South Beach, Inc.

I will continue as a member of the board, as you requested.

Sincerely,

 6/21/03

Keith Aaron

Steve Weir witness 6/21/03