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TO: DIVISION OF CORPORATIONS

FAX R: (850)922-4000

FROM: RICARDO MARTINEZ-CID, P.A.
CONTACT: RICARDO MARTINEZ-CID
PHONE: (305)859-7494

ACCTR: 076640001666

FAX R: (305)858-2513

NAME: FESTIVAL DE CINE HISPANO INC.
AUDIT NUMBER.....H98000000205
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 5
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*Amendment
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JC*

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P.01

RICARDO MARTINEZ-CID

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

CORAL WAY BANKING CENTER • 1699 CORAL WAY • SUITE 510 • MIAMI, FLORIDA 33145-2880 • TELEPHONE (305) 859-7494 • FACSIMILE (305) 858 2513

FACSIMILE TRANSMISSION

Number of pages sent: 6 (including this page)

SEND TO: Florida Department of State/Division of Corporations
P. O. Box 6327, Tallahassee, Florida 32314

VIA: (850) 922-4001

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: December 22, 1997

Gentlemen:

A Certificate and Articles of Amendment for FESTIVAL DE CINE HISPANO INC., a Florida non-profit corporation, filed February 12, 1996, Corporation No. N96000000733, together with the supporting waiver and minutes follow. Debit my account for the amount of \$87.50, covering the filing fee (\$35.00), one (1) certified copy of articles (\$52.50).

Upon filing these documents, please, provide, via facsimile, one certified copy of the Certificate and Articles of Amendment. Thank you for your cooperation.

Sincerely yours,

Ricardo Martinez-Cid

RMC/mg

cc: FESTIVAL DE CINE HISPANO INC.
ATTENTION: Jaime Angulo, President
VIA FACSIMILE (305) 279-1809

NOTE: IF THERE IS A PROBLEM WITH THIS FACSIMILE TRANSMISSION,
PLEASE CALL US AT (305) 859-7494 AS SOON AS POSSIBLE.

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Jan-06-98 12:16P

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RICARDO MARTINEZ-CID

PROFESSIONAL ASSOCIATION
ATTORNEY AT LAW

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FROM : HISPANIA

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PHONE NO. : 2791809

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 26, 1997

FESTIVAL DE CINE HISPANO INC.
10700 S.W. 88TH COURT
MIAMI, FL 33176

SUBJECT: FESTIVAL DE CINE HISPANO INC.
Ref. Number: N96000000733

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Darlene Connell
Corporate Specialist

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: *H 98000000 205*

**CERTIFICATE AND ARTICLES OF AMENDMENT
OF FESTIVAL DE CINE HISPANO INC.**

The undersigned, being the only officers, directors and members of FESTIVAL DE CINE HISPANO INC., a Florida non-profit corporation, filed February 12, 1996, Corporation No. N96000000733, hereby certify that at duly held special joint meeting of the members and Board of Directors of the Corporation, held at the corporate offices in Miami, Florida, at 10700 SW 88th Court, Miami, Florida 33176, at 9:00 a.m., with all members and directors present, on December 12, 1997, upon motions duly made, seconded, and carried, it was unanimously resolved to amend Article III of the Articles of Incorporation, as follows:

"It is expressly provided that, notwithstanding any other provision of these articles and to clarify the original provisions of Article III of these articles, the purposes for which the corporation was organized and exists are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

It is also expressly provided that, notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code 1986 or the corresponding provision of any future United States Internal Revenue law.

It is also expressly provided that, notwithstanding any other provision of these articles, 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 of 1986, 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 Common Pleas 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."

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494/ Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: *H 98000000 205*
Page One of Two

FLORIDA BAR NO. 157029 / AUDIT NUMBER: 498 000000205

IN WITNESS WHEREOF, the Articles of Incorporation are amended, as provided above and otherwise remain unchanged, the undersigned officers, directors, and members of the corporation executed these Articles of Amendment, this 18 day of December, 1997.

(CORPORATE SEAL)

Jaime Angulo
Jaime Angulo
President, director and member

Dennis L. Britt
Dennis Britt
Vice president, treasurer, director and member

Alfonso Niño
Alfonso Niño
Vice president, secretary, director and member

Susan Angulo
Susan Angulo, Member

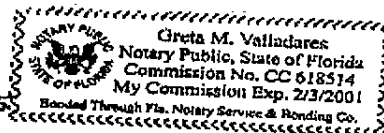
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Jaime Angulo, Individually and as President, director and member, Susan Angulo, Individually and as member, Alfonso Niño, as vice president, secretary, director and member, and Dennis Britt, as vice president, treasurer, director and member, known to me to be the persons who executed the foregoing Articles of Amendment, or who produced their respective Florida driver's licenses for identification purposes, and they acknowledged before me that he executed same for the purposes therein expressed and did take an oath.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal in the state and county aforesaid, this 18 day of December, 1997.

Greta M. Valladares
Notary Public

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
Telephone (305) 859-7494 / Facsimile (305) 858-2513
FLORIDA BAR NO. 157029 / AUDIT NUMBER: 498 000000205



FLORIDA BAR NO. 157029 / AUDIT NUMBER: *#98000000205*

MINUTES OF SPECIAL JOINT MEETING OF MEMBERS AND DIRECTORS

OF

FESTIVAL DE CINE HISPANO INC.

The undersigned, being the only officers, directors and members of FESTIVAL DE CINE HISPANO INC., a Florida non-profit corporation, filed February 12, 1996, Corporation No. N96000000733, hereby certify that a) a special joint meeting of the members and directors of the corporation, was held on the date, time, and the place set forth in the written waiver of notice signed by all stockholders fixing such time and place and prefixed to the minutes of this meeting, b) the meeting was called to order by the undersigned as president of the corporation, c) upon motions, duly made, seconded, and unanimously carried, resolutions were adopted to amend the Article III of Articles of Incorporation to adopt the language required by the Department of the Treasury, Internal Revenue Service, Amendment Attachment, d) to reelect Jaime Angulo to act as president and director, until his resignation or earlier removal by the members, e) to accept the resignation of Susan Angulo, the former vice president, secretary, treasurer and director, f) to elect Alfonso Niño, as a new member, and to serve as vice president, secretary and director, until his resignation or earlier removal by the members, g) to elect Dennis Britt, as a new member, and to serve as vice president, treasurer and director, until his resignation or earlier removal by the members, and h) to implement such resolutions, the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to implement the purpose of these resolutions.

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

Page One of Two

FLORIDA BAR NO. 157029 / AUDIT NUMBER: *#98000000205*

PREPARED BY: RICARDO MARTINEZ-CID, Esq.

1699 Coral Way, Suite 510

Miami, FL 33145

Tel: (305) 859-7494 - Fax: (305) 858-2513

FLORIDA BAR NO. 157029 / AUDIT NUMBER: *H98000000205*

IN WITNESS WHEREOF, these Minutes were executed, this 18 day
of December, 1997.

(CORPORATE SEAL)

Jaime Angulo
Jaime Angulo
President, director and member

Dennis E. Britt
Dennis Britt
Vice president, treasurer, director and member

Alfonso Niño
Alfonso Niño
Vice president, secretary, director and member

Susan Angulo
Susan Angulo, Member

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE }

ss:

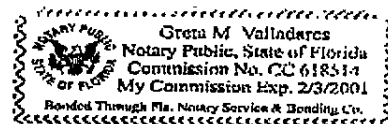
BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Jaime Angulo, Individually and as President, director and member, Susan Angulo, Individually and as member, Alfonso Niño, as vice president, secretary, director and member, and Dennis Britt, as vice president, treasurer, director and member, known to me to be the persons who executed the foregoing Articles of Amendment, or who produced their respective Florida driver's licenses for identification purposes, and they acknowledged before me that he executed same for the purposes therein expressed and did take an oath.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal in the state and county aforesaid, this 18 day of December, 1997.

Greta M. Valladares
Notary Public

Page Two of Two

FLORIDA BAR NO. 157029
AUDIT NO.: *H98000000205*
Prepared By: Ricardo Martinez-Cid, Esq.
1699 Coral Way, Suite 510
Miami, FL 33145
Tel: (305) 859-7494 Fax: (305) 858-2513



FLORIDA BAR 157029 / AUDIT NUMBER: #98000000205

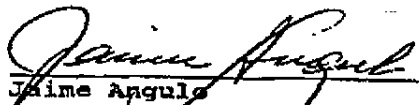
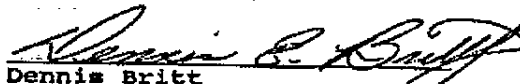
WAIVER OF NOTICE OF SPECIAL JOINT MEMBERS' AND DIRECTORS' MEETING
FESTIVAL DE CINE HISPANO INC.

The undersigned, being all the members, directors, officers and nominees for future members, directors officers as directors of FESTIVAL DE CINE HISPANO INC., a Florida non-profit corporation, filed February 12, 1996, Corporation No. N96000000733, hereby agree and consent that a special joint meeting of the members and directors of the corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

The undersigned further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the members and directors present thereat, including but not limited to an amendment to Article III of the Articles of Incorporation to adopt the language required by the Department of the Treasury, Internal Revenue Service, Amendment Attachment.

Place of Meeting: 10700 SW 88th Court, Miami, Florida 33176.
Date of Meeting: December 18, 1997.
Time of Meeting: 9:00 A.M., Miami time
Purpose of Meeting: Amend Articles of Incorporation as more particularly set forth above.
Dated: December 18, 1997.

(CORPORATE SEAL)


Jaime Angulo
Dennis Britt
Susan Angulo
Alfonso Nino

FLORIDA BAR NO. 157029 / AUDIT NO.: #98000000205
Prepared By: Ricardo Martinez-Cid, Esq.
1699 Coral Way, Suite 510
Miami, FL 33145
Tel: (305) 859-7494 - Fax: (305) 858-2513