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BASIC AMENDMENT

BIG TYME ENTERTAINMENT INTERNATIONAL III, INC.

Certificate of Status	1
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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
BIG TYME ENTERTAINMENT INTERNATIONAL III, INC.**

Pursuant to Sections 607.1001, 607.1003 and 607.1006 of the Florida Business Corporation Act, the undersigned corporation, **BIG TYME ENTERTAINMENT INTERNATIONAL III, INC.**, a Florida corporation (the "**Corporation**"), adopts the following Articles of Amendment to amend its Articles of Incorporation:

1. **Name of the Corporation.** The name of the Corporation is Big Tyme Entertainment International III, Inc.
2. **Text of the Amendment.** The amendment changes the name of the Corporation to Phat Boy Entertainment, Inc. Accordingly: Article I, Name, of the Articles of Incorporation is amended in its entirety to read as follows:

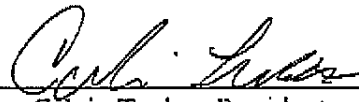
ARTICLE I - NAME

The name of the Corporation is Phat Boy Entertainment, Inc.

3. **Date of Adoption.** The Amendment was adopted effective April 11, 2000.
4. **Manner of Adoption.** The Amendment was adopted by the written consent of the sole member of the Board of Directors and by the sole shareholder of the Corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment as of April 11, 2000.

**BIG TYME ENTERTAINMENT
INTERNATIONAL III, INC.**

By: 
Calvin Tucker, President

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