

P00000000799

Requester's Name

Cano-Cadenas Accounting Inc.

4236 W 16 Ave Hialeah, FL 33012

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

300003276733--4
-06/05/00--01097--005
*****35.00 *****35.00

- Walk in
- Mail out
- Pick up time
- Will wait
- Certified Copy
- Photocopy
- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

FILED
00 JUN 22 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 13, 2000

CANO-CADENAS ACCOUNTING INC.
4236 W. 16 AVE.
HIALEAH, FL 33012

SUBJECT: CARLIN VIDEO, INC.
Ref. Number: P00000000799

We have received your document for CARLIN VIDEO, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 000A00033861

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CARLIN VIDEO, INC

(present name)

FILED
00 JUN 22 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 VI SHOULD READ:

REGISTERED OFFICE AND AGENT.

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS 1255 WEST 53RD STREET, HIALEAH, FL 33012 AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION IS JORGE L. DIAZ AT THAT ADDRESS.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: MAY 27, 2000

FOURTH: Adoption of Amendment(s) (check one)

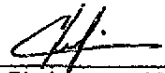
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 27TH day of MAY, 2000

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR
(By a director if adopted by the directors)
OR
(By an incorporator if adopted by the incorporators)

CARLOS A. HERNANDEZ
Typed or printed name

D/P
Title

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST -- That CARLIN VIDEO, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Hialeah names Jorge L. Diaz, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above said corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JORGE L. DIAZ

June 16, 2000