PDD00007660 July 19, 2000 To whom it may concern: Exclosed are the forms for On amended name charge, also a money order for the amount of 35.00 for the Jeling fee and 8.75 for a certified copy of the Intire amended file, 600003334096-Please mail to: 11825 S.W. 3 = St. Meani, Fl. 33184 The Phone# is: 305-551-0973 Thank you Buty W A Kan

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BAD Boys Adult Entertainment Group, Inc. (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 #I NAME Change Amended

BAD Boys Unlimited, INC.

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:

THIRD:	The date of each amendment's adoption: $Ju/y/9,2000$.
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)
Z	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"
	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 $19^{\frac{1}{2}}$ day of $\frac{3}{4}$ day of $\frac{3}{4}$
Signature	Sette y. Shaw
	(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)
	Betty P. Shaw Typed or printed name
	SecreTARY + TREASHRER Title