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BASIC AMENDMENT

UNIVERSITY VIDEO ENTERPRISES, INC.

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**ARTICLES OF AMENDMENT
OF
UNIVERSITY VIDEO ENTERPRISES, INC.**

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03 MAY 20 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is UNIVERSITY VIDEO ENTERPRISES, INC.

2. The Corporation's Articles of Incorporation are hereby amended by adding the following
ARTICLE VIII:

ARTICLE VIII. SPECIAL MEETINGS OF THE SHAREHOLDERS

Special meetings of the shareholders shall be held when directed by the President or the Board of Directors, or when requested in writing by the holders of not less than fifty percent (50%) of all the shares entitled to vote at the meeting. The call for the meeting shall be issued by the Secretary, unless the President, Board of Directors or shareholders requesting the meeting shall designate another person to do so.

The foregoing amendment was adopted by a majority of the Shareholders of the Corporation eligible to vote by a Written Consent signed by them on May 19, 2003, manifesting their intention that this amendment be adopted, pursuant to Section 607.1003, Florida Statutes.

3. The number of votes cast for said amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment as of the 19th day of May, 2003.



JACK TITOLO, PRESIDENT

ATTEST



Jack Titolo, Secretary