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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 24 AM 9:40

May 21, 2001

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment of PDK PRODUCTIONS, INC.

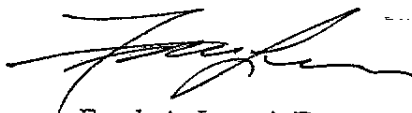
To Whom it may concern:

300004315673--3
-05/24/01--01084--012
*****35.00 *****35.00

Please file the attached Articles of Amendment for the corporation, PDK Productions, Inc.. I have enclosed my firm's check, in the amount of \$35.00, which represent the fee for filing the Articles.

Should you have any questions, or require any additional information, please contact the undersigned at your earliest convenience. Thank you.

Very truly yours,



Frank A. Luceri, Esq.

Enclosures

Amend.

V. SHEPARD JUN 1 2001

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 24 AM 9:40

PDK Productions, 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 **II** : Principal Office shall be changed to
7409 Champagne Place, Boca Raton, FL 33433

Article **VI** : Board of Directors

Phillip D. Kahn shall resign as director and the new
director shall be: Susan Luger, 7409 Champagne Place
Boca Raton, FL 33433

Article **VII** : OFFICERS

Phillip D. Kahn shall resign as president and the
new president shall be Susan Luger
7409 Champagne Place
Boca Raton, FL 33433

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:

none

THIRD: The date of each amendment's adoption: 5/15/01

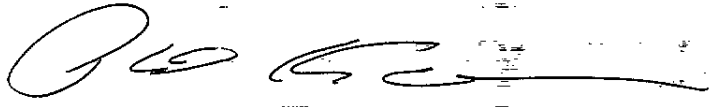
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 15th day of May, 2001.

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)

Phillip D. Kahn

Typed or printed name

Director / President

Title