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225 NE MIZNER BOULEVARD SUITE 300 BOCA RATON, FL 33432

TELEPHONE: (561) 620-3250 FACSIMILE: (561) 620-3254

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.

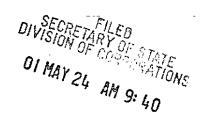
Should you have any questions, or require any additional information, please contact the undersigned at your earliest convenience. Thank you.

Very truly yours,

Frank A. Luceri, Esq.

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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, FC 33433

Article II: Board of Directors

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

Article VII : OFFicers

Phillip D. Kahn shall resign as president and the new president shall be Susan Luger 7409 Champagne Place Boca Raton, FC 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
FOURT	I: Adoption of Amendment(s) (CHECK ONE)
ξ	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
Þ	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.
Signatu	Signed this 15 th day of May , 2001. (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. Kaha Typed or printed name
	Director / President
	THE