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VIA CERTIFIED U.S. MAIL #Z 461 588 637

June 1, 2000

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: Amendment to Articles of Incorporation
Red Dot Productions, Inc.

FILED
00 JUN -6 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

I enclose for filing the original Articles of Amendment to the Articles of Incorporation for Red Dot Productions, Inc.

Also enclosed is my law office check for all government, filing, issue and certification fees. Please send the certificate of amendment and all other corporate documents to the corporation in care of my office at the above address.

200003277642--7

-05/05/00--01032--002

*****35.00 *****35.00

Sincerely,

Jennifer L. Whitelaw

Jennifer L. Whitelaw

Enclosures - 2

cc: Ms. Nancy Gordon

PO00000040860
28 JUN 6-6-00

Articles of Amendment to Articles of Incorporation of Red Dot Publications, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation.

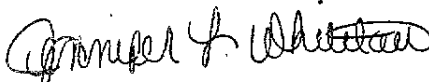
The name of the corporation is hereby changed from Red Dot Publications, Inc. to:

Red Dot Productions, Inc.

The date of this amendment's adoption is: May 26, 2000.

The amendment was adopted by the Incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of May, 2000.



Jennifer L. Whitelaw
Registered Agent/Incorporator

FILED
00 JUN - 6 AM 10:53
CLERK OF STATE
TALLAHASSEE, FLORIDA