PCCCCC54213

(Requestor's Name)
343 ALMERIA AVENUE

CORAL GABLES, FL 33134 – (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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|-------------------|---------------------------------------|--|
| 1. Corporati | on Name) (Docu | (if known): ALLAHR SEE SEE SEE SEE SEE SEE SEE SEE SEE SE |
| 4. (Corporati | on Name) (Docu | Certified Copy |
| Mail out V | Fill wait Photocopy | Certificate of Status |
| NEW FILINGS | AMENDMENTS 444 | |
| Profit | Amendment · | |
| NonProfit | Resignation of R.A., Officer/Director | 1000033095216 -06/30/0001023003 |
| Limited Liability | Change of Registered Agent | *****70.00 *****35.00 |
| Domestication | Dissolution/Withdrawal | |
| Other | Merger | |
| OTHER FILINGS | REGISTRATION/ QUALIFICATION | DEFAILMENT OF STATE O |
| Annual Report | Foreign | EE: 8 MA OE NUL 00 |
| Fictitious Name | Limited Partnership | |
| Name Reservation | Reinstatement | GECEINED |
| | Trademark | |
| CR2E031(10/92) | Other | Examiner's Initials |

ARTICLES OF AMENDMENT

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ARTICLES OF INCORPORATION

OF

DISCOUNT DVD'S, INC.

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

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

Steve H. Midler

Vice-President:

Richard S. Weller

Secretary:

Steve H. Midler

Treasurer:

Richard S. Weller

SECOND:

Article 5 shall be amended to state:

President:

Arnold H. Midler

Vice-President:

Richard S. Weller

Secretary:

Arnold H. Midler

Treasurer:

Richard S. Weller

whose addresses shall be the same as the principal address of the Corporation.



THIRD: Article 6 of the Articles of Incorporation states Directors as:

Steve H. Midler Richard S. Weller

FOURTH: The Directors of the Corporation shall be changed to:

Richard S. Weller Arnold H. Midler

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 21 June 2000.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was

required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of

Florida.

Signed this 21 June 2000.

Arnold H. Midler, Chairman of the Board of Directors