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January 9, 2001

Secretary of State Amendment Section P.O. Box 6327 Tallahassee, FL 32314

400003535974--0 -01/12/01--01078--011 *****35.00 ******35.00

Re: Shadowland Productions Inc.

Dear Sir/Madam:

Enclosed please find my office check no. <u>493</u> in the amount of \$35.00 for filing of the Articles of Amendment to Articles of Incorporation for the above referenced corporation.

If you have any questions, please contact me at my office.

Thank you,

Corey E. Hoffman

Attorney at/Law

CEH\lf

Enclosures

FILED 11 JAN 16 AM 9: 16 SECRETARY OF STATE ALLAHASSEE, FLORID

ARTICLES OF AMENDMENT

ARTICLES OF INCORPORATION OF

SHADOWLAND PRODUCTIONS, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation as follows:

TTDOM.	ANGENTANTENTO	101	
FIRST:	AMENDMENT	(5)	ADOPTED:

ARTICLE VIII: DADE SOKOLOFF resigns as President and Treasurer and has been elected Vice

President and Secretary.

	ROBERT BRANDT resigns as Vice President and Secretary and has been elected President and Treasurer.
SECOND:	The date of each amendment's adoption: Jamus & woll.
THIRD:	ADOPTION OF EACH AMENDMENT (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 t	his & day of Januay, 2001.

Signature

ROBERT BRANDT, President and Director