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August 16, 2001

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

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

Re: CLARCONA VIDEO, INC.

Dear Sir:

Enclosed herewith please find the original and one copy of the Amendment to the Articles of Incorporation of The Video Superstore II, Inc. together with my check in the amount of \$35.00 to cover the filing fee for the Amendment.

Please file the original and return a date-stamped copy to me. A self-addressed, stamped envelope is enclosed for your convenience.

Thanking you for your assistance, I am

Very truly yours,



Bernard C. O'Neill, Jr.

BCO:dss

Enclosures

cc Mr. Edward Levine

FILED
01 AUG 23 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T BROWN AUG 28 2001

ARTICLES OF AMENDMENT OF
THE VIDEO SUPERSTORE II, INC.

FILED
01 AUG 23 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I of the Articles of Incorporation of **THE VIDEO SUPERSTORE II, INC.**
is hereby amended to read:

ARTICLE I.
NAME AND ADDRESS OF CORPORATION

The name of this corporation is **CLARCONA VIDEO, INC.**, a Florida Corporation. For convenience, the corporation shall herein be referred to as the "Corporation". The initial principal place of business, as well as the initial mailing address of the Corporation shall be 2699 Lee Road, Suite 320, Winter Park, Florida, 32789, County of Orange, State of Florida.

The foregoing Amendment was adopted by the shareholders of this corporation on the 20th day of August, 2001.

Witnesses:

Donna M. Zapp
Donna M. Zapp

Edward Levine
President

Deborah S. Stewart
Deborah S. Stewart

Edward Levine
Secretary

STATE OF FLORIDA)
) ss
COUNTY OF Orange)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Edward Levine and Edward Levine, both personally known to me, and who did not take an oath, as President and Secretary, respectively, of **THE VIDEO SUPERSTORE II, INC.**, who, after first being duly sworn, deposes and state that they executed the foregoing Articles of Amendment for the conditions and purposes therein expressed, under full authority of said corporation.

WITNESS my hand and seal in the County and State last aforesaid, on this 20th day
of August, 2001.


Notary Public

Deborah S. Stewart

Typed/Printed Name of Notary

My Commission Expires:

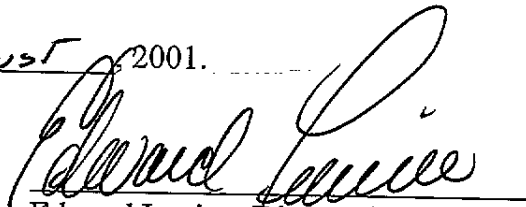


Deborah S. Stewart
MY COMMISSION # DD020861 EXPIRES
August 2, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

**STATEMENT OF INTENT TO
ADOPT AMENDMENT**

The undersigned, being all of the Directors and Shareholders of **THE VIDEO SUPERSTORE II, INC.**, hereby evidence their unanimous vote (taken at a Special Meeting of the Board of Directors and Shareholders held on the 20th day of August, 2001), to amend the Articles of Incorporation of the Corporation by changing its name of the Corporation to **CLARCONA VIDEO, INC.**

Dated this 20th day of August, 2001.


Edward Levine, Director/
President of The Video Superstore,
Inc., Shareholder

STATE OF FLORIDA)
) ss
COUNTY OF Orange)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Edward Levine**, personally known to me, and who did not take an oath, as President of **THE VIDEO SUPERSTORE, INC.**, who, after first being duly sworn, deposes and state that he executed the foregoing Articles of Amendment for the conditions and purposes therein expressed, under full authority of said corporation.

WITNESS my hand and seal in the County and State last aforesaid, on this 20th day of August, 2001.


Notary Public

Deborah S. Stewart
Typed/Printed Name of Notary
My Commission Expires:



Deborah S. Stewart
MY COMMISSION # DD020861 EXPIRES
August 2, 2005
BONDED THRU TROY FAIR INSURANCE, INC.