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SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4TH FLOOR

(Address)

MIAMI, FL 33145, (305) 854-6000

(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Motions Enterprises Inc. P01000121308
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MOTIONS ENTERPRISES INC.**

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TALLAHASSEE, FLORIDA

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:	Don C. Scurlock, Jr.
Secretary:	Don C. Scurlock, Jr. and Georgieann Graves
Treasurer:	Don C. Scurlock, Jr.

SECOND: Article 5 shall be amended to state:

President:	Don C. Scurlock, Jr.
Vice-President:	Shuler Wayne Massey, Jr.
Secretary:	Don C. Scurlock, Jr. and Georgieann Graves
Treasurer:	Don C. Scurlock, Jr.

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



SPIEGEL & UTRERA, P.A.
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THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Don C. Scurlock, Jr.

FOURTH: Article 6 of the Articles of Incorporation shall be amended to state Director(s) of the Corporation as:

Don C. Scurlock, Jr.
Shuler Wayne Massey, Jr.


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

FIFTH: The date of the adoption of this amendment is the 9 March 2005.

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 9 March 2005.



Don C. Scurlock, Jr., Chairman of the Board
of Directors



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