



PO2000038563

FILED  
2002 JUN 25 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 637489 7266260  
AUTHORIZATION : *Patricia Piquero*  
COST LIMIT : \$ 35.00

ORDER DATE : June 24, 2002

ORDER TIME : 9:10 AM

300005971193--4

ORDER NO. : 637489-005

CUSTOMER NO: 7266260

CUSTOMER: Elizabeth F. Schwartz, Esq  
Elizabeth F. Schwartz, P.a.  
407 Lincoln Road  
Suite 4d  
Miami Beach, FL 33139

02 JUN 25 AM 10 28  
DIVISION OF CORPORATIONS

DOMESTIC AMENDMENT FILING

NAME: PRIDE STUDIOS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

C. Coullotte JUN 25 2002

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 25, 2002

CSC  
ATTN: SARA  
TALLAHASSEE, FL

SUBJECT: PRIDE STUDIOS, INC.  
Ref. Number: P02000038563

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for PRIDE STUDIOS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Upon examining this document, there seems to be a contradiction in the paragraphs 3 and 4. If there was no shareholder action required why do you have their votes noted in paragraph 4? Please change this to reflect the correct manner of adoption and return for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 502A00040728

RECEIVED  
02 JUN 25 PM 2:26  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
PRIDE STUDIOS, INC.  
a for profit corporation**

FILED  
2002 JUN 25 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned are the President and Secretary, respectively, of Pride Studios, and desire to amend the Articles of Incorporation of the Corporation as prescribed under Section 607.1006 of the Corporations laws of the Florida Statutes.

1. The Corporation was organized and effective on April 4, 2002 bearing document number P02000038563.

2. On May 31, 2002, a meeting of the board of directors of Pride Studios was held at 407 Lincoln Road, Suite 5D, Miami Beach FL 33139. At the meeting, the following resolution was adopted by the board of directors:

The corporation is authorized to issue 250 shares of capital stock divided into two classes. The designation of each class, the number of shares of each class, the par value or lack of par value of the shares of each class and the voting rights or lack of voting rights of the shares of each class are as follows:

Class	Number of Shares	Par Value Per Share	Rights of Shareholders
Common	200	None	Voting
Preferred	50	None	Non-voting

3. The amendment was adopted by unanimous consent of the directors entitled to vote on the amendment at a special meeting held on May 31, 2002.

4. The amendment was further ratified and approved by the shareholders of the corporation. All voting shareholders were present, voted and the number of votes cast for the amendment by the shareholders was sufficient for approval of the amendment.

4. Executed by the undersigned at Miami Beach, FL on May 31, 2002.

  
Harlan B. Yaffe, Director of Pride Studios

  
Joseph E. Sterner, Director of Pride Studios