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BASIC AMENDMENT
SHOWTIME AUDIO & VIDEO INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHOWTIME AUDIO & VIDEO INC.**

Pursuant to section 607-1006, Florida Statute, the Undersigned Corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The Corporation adopted the following amendment to the articles of incorporation:
SHOWTIME AUDIO & VIDEO, INC

ARTICLE II: The post office address of the principal office of the corporation in the State of Florida is: **4203 PONCE DE LEON BLVD STE 200 , CORAL GABLES, FL 33146**

ARTICLE VI: The new board of directors are:

HELDER MESQUITA PRESIDENT	16252 NW 20 STREET PEMBROKE PINES, FL 33028
LILIANA O. MESQUITA VICE PRESIDENT	16252 NW 20 STREET PEMBROKE PINES, FL 33028
SETH ARI JACOBY DIRECTOR	16252 NW 20 STREET PEMBROKE PINES, FL 33028

THIRD: The amendment was adopted by all shareholders of the corporation, on the **23TH DAY OF FEBRUARY OF 2005**

Helder Mesquita
**HELDER MESQUITA
PRESIDENT**