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July 26, 2002

Division of Corporations
Attn: Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

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

SUBJECT: MONSTER IMAGING PRODUCTS INC.

DOCUMENT #: P02000054191

ENCLOSED: Articles of Amendment to the Articles of Incorporation

FEE ENCLOSED: \$35.00

To Whom It May Concern,

Kindly forward a stamped copy of the Articles of Amendment showing the filing date. Thank you.

Very Truly Yours,
SCHNEIDER & HEFFNER

By: 
Harvey Schneider, Esq.

FILED
02 AUG 15 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

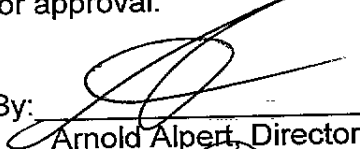
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF MONSTER IMAGING
PRODUCTS, INC.

1. The name of the Corporation is Monster Imaging Products, Inc.
2. Article III of the Corporation's Articles of Incorporation is hereby amended as follows:
(deletions are shown by cross out and additions by underline and both changes are shown in bold):

There will be one class of common stock consisting of two series. Series 'A' will consist of **960 900** shares of full voting stock and Series 'B' will consist of **40 100** shares of non-voting stock. The total authorized common stock of both series shall consist of 1000 shares with each share having a par value of \$1.00. Each share of stock will represent an equal capital interest in the corporation. Additionally, each series shall be identical in all respects, except that the non-voting stock shall carry no right to participate in the management of the corporation and no right to vote on any matter presented to the shareholders for their vote or approval. Series 'B' stock may only be owned by employees of the corporation and shall be redeemable by the corporation upon termination or cessation of employment of the holder. Redemption of Series 'B' stock shall be at the book value of the corporation as determined by the corporation's accountant, whose decision is final and binding. At the option of the Board of Directors any redemption may be paid out over a period not to exceed three years with equal annual payments of principal and interest at five percent per annum. Series 'B' stock is non-transferable by the holder even to another employee of the corporation. The Board of Directors shall have the authority to determine variations in rights, preferences and limitations of future series or classes of stock. The consideration for shares shall be as established from time to time by the Board of Directors. Upon a dissolution, the shareholders shall be entitled to the net assets of the corporation as provided by law.

3. To the extent any stock has been issued provisions for implementing this amendment are that the shareholders have, by executed Consent, agreed to surrender whatever shares are necessary in order to implement the foregoing amendment.
4. The date of the amendment's adoption was May 25, 2002.
5. The amendment was approved by unanimous joint written consent of all directors and shareholders of the corporation. The number of shareholder votes cast for the amendment was sufficient for approval.

By:  dated this 25th day of May, 2002
Arnold Alpert, Director

By:  dated this 25th day of May, 2002
J. Scott Hay, Director

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