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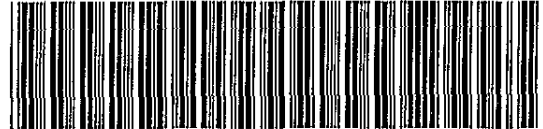
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Special Instructions to Filing Officer:

*Diane Harris gave
authoriz. to remove the
word 'first'.
all 4/24*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/24

LAW OFFICES
WAYNE P. CASTELLO

TELEPHONE (352) 377-4422
FAX (352) 373-5792

MERIDIEN PLACE
2772 N.W. 43RD STREET, SUITE W
GAINESVILLE, FLORIDA 32606

April 17, 2003

VIA FEDERAL EXPRESS

Division of Corporations
State of Florida
Department of State
409 East Gaines Street
Tallahassee, FL 32399
Telephone (850) 487-6051

Re: Xtreme Xperience Productions, Inc.

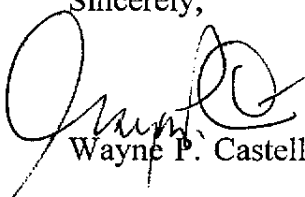
Dear Division of Corporations:

In connection with the above corporation, please find enclosed herewith original Amendment to Xtreme Xperience Productions, Inc. I would appreciate your filing same and returning a certified copy to me. A check in the amount of \$43.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy of Amendment	<u>8.75</u>
TOTAL	\$ 43.75

If there are any questions, please advise. Thank you for your cooperation and assistance with this request.

Sincerely,



Wayne P. Castello

WPC:deh
Enclosures
w2.2002-385.ss2

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO
XTREME XPERIENCE PRODUCTIONS, INC.**

THIS AMENDMENT dated this 18th day of February, 2002, and
executed by the President of XTREME XPERIENCE PRODUCTIONS, INC., hereby
amends the Articles of Incorporation as follows:

ARTICLE VII: DIRECTORS is hereby amended to read as follows:

ARTICLE VII: DIRECTORS

The corporation shall have one (1) director initially. The number of directors
may be increased or diminished from time to time by the by-laws adopted by the
stockholders, but shall never have less than one (1).

ARTICLE VIII: INITIAL DIRECTORS is hereby amended to read as follows:

ARTICLE VIII: INITIAL DIRECTORS

The name and post office address of the member of the Board of Directors
are:

Name	Address
Jorge J. Brouwer	611 Ponce de Leon Drive #5, Ft. Lauderdale, FL 33316

ARTICLE IX: SUBSCRIBERS is hereby amended to read as follows:

ARTICLE IX: SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares each subscribes to, and the consideration therefore are as follows:

Name	Address	No. of Shares	Consideration
Jorge J. Brouwer	611 Ponce de Leon Drive #5 Ft. Lauderdale, FL 33316	50	\$500.00

The subscribers certify that the value of the consideration for the stock subscribed for will not be less than the par value of such stock, and the total of such values will not be less than the amount of capital with which the corporation will begin business as set forth in Article IV above.

This amendment was approved by unanimous consent of the stockholders of XTREME XPERIENCE PRODUCTIONS, INC., entitled to vote at a meeting of the stockholders on February 1st, 2002.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of February, 2002.

XTREME XPERIENCE PRODUCTIONS, INC.

By:  (SEAL)
Jorge J. Brouwer, President

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing Amendment was acknowledged before me this 18th day of February, 2003, by Jorge J. Brouwer, as President of Xtreme Xperience Productions, Inc., a Florida Corporation, for the corporation. He is personally known to me or who has produced a Driver's License as identification and who did not take an oath.

Colleen Daunt

Print Name: _____

Notary Public, State of Florida at Large

My Commission expires:

My Commission Number:

W2.2002-385.amn

