P03000005242

(Requestor's Name)
PASTOR, BOLDEN&INDICTOR, P.C. CERTIFIED PUBLIC ACCOUNTANTS • BUSINESS ADVISORS 7700 CONGRESS AVENUE SUITE 3107 BOCA RATON, FL 33487
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

BREAKOUT MEDIA GROUP, INC	意言四
	1522
(present name) P0300005242	
(Document Number of Corporation (If known)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE III SHARES:

THE NUMBER OF SHARES AUTHORIZED TO BE LEVELD IS AMENABLE TO 10,000 (TEN THOUSAND).

ARTICLE II REGISTERED AGENT

THE CORPORATION AMENDS ITS REGISTERED AGENT TO BE:
CARLOS DIAZ
BY PAXFORD LANE
BOYNTON BEALH, FL 33436

I, CARLOS DIAZ, HEREAY ACCEPTS THE RESPONSIBILITIES OF THE REGISTERED AGENT FOR BREAKOUT MEDIA GROUP, INC., AND UNDERCTANDS THE DOSITION. COLLANDS OF THE POSITION. COLLANDS

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: MAY 23 2003	
FOURTH: Adoption of Amendment(s) (CHECK ONE)		
<u> 8</u>	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
G.	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)	
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
	Signed this 9 day of JULY , 2003.	
Signature	Cot Di	
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
	OR SSE F	
	(By a director if adopted by the directors)	
	OR CENT TO	
	(By an incorporator if adopted by the incorporators)	
	Caplos Dizz (Typed or printed name)	
	(Title)	