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Enclosed is an amendment for S & R Media Group, Inc. 930 Washington Ave. Suite 208 Miami Beach, Fl. 33139

If you have any questions please call 561-716-5260

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED
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ALLAHASSEE, FLORIDA

52	R	MEDIA	GROUP,	INC
υu	1,	MILLOIM	UNOUI,	IIIO.

(present name)

(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)

The following were duly nominated and, a vote having been taken, were unanimously elected officers of the corporation to serve until there succesors are elected and qualified.

President: Richard Paul Weber

Secretary: Richard Paul Weber

Treasurer: Richard Paul Weber

Chairman: Richard Paul Weber

**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:

100% of the outstanding shares of S & R Media group, Inc. equaling 100 shares have been sold to S & R media Group, Inc. By Jeremy Seth Brauner for the amount of \$5,367

THIRD:	The date of each amendment's adoption: APRIL 21, 2003				
FOURTH	: Adoption of Amendment(s) (CHECK ONE)				
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.				
	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"					
2	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 21st day of APRIL 2003				
~1	sist Frame				
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by				
	the shareholders)				
	OR				
	(By a director if adopted by the directors)				
	$OR\ -$				
	(By an incorporator if adopted by the incorporators)				
	JEREMY SETH BRAUNER				
(Typed or printed name)					
	PRESIDENT/Director				
	(Title)				