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: EMPIRE CORPORATE KIT COMPANY

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: (305)634-3694

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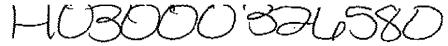
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BASIC AMENDMENT

ROCK & ROLL VIDEO, INC.

| Certificate of Status | 0 |
|-----------------------|---------|
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$35.00 |

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ARTICLES OF AMENDEMENT



ARTICLES OF INCORPORATION

TO

ROCK & ROLL VIDEO, INC. (Present name)

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

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

ARTICLE VI

The board of Directors will be amended as follows:

ADDED: RODOLFO PEREZ 1710 NW 7th Street Suite: 201 Miami, Florida 33125

PRESIDENT/VICE-PRESIDENT

<u>DELETE:</u>
MARTHA CASTILLO
18160 NW 68th Avenue #209
Hislesh, Florida 33015

DELETE: ORLANDO C. NAPOLES 18160 NW 68th Avenue #209 Hialeah, Florida 33015 03 DEC -1 AM II: 30 SECRETARY OF STATE SECRETARY OF STATE

ARTICLE VII

Shareholders will be amended as follows:

RODOLFO PEREZ 1710 NW 7th Street Suite: 201 Miami, Florida. 33125 100%

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LIN2MM 321,580

DEC-01-5002 ID:45

SECOND: If an amended 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: 11/28/2003 FOURTH: Adoption of amendment(s) (check one) X 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 adopted 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 shareholders 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 28th day of November of 2003

> RODOLFO PEREZ/President D/L: P2678 66300 22651

Signature

TOTAL P. 04

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(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)

RODELFO PEREZ/President D/L: P2678 66300 22651

Note:

The Board of Director accepts to transfer all shares to the new owner: RODOLFO

PEREZ.

ORLANDO NAPOLES

D/L: N142-643-54/288-0

MARTHA CASTILLO

D/L: C234-540-56-606-0

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