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BASIC AMENDMENT

INTELLECTUAL CAPITAL PRODUCTIONS, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INTELLECTUAL CAPITAL PRODUCTIONS, INC.
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Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Intellectual Capital Productions, Inc. The date of the original filing of the Corporation's Articles of Incorporation was July 29, 2003.
2. Article IV of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding is Five Million (5,000,000) shares of common stock, par value \$0.00038 per share.

3. The foregoing amendment was duly adopted by a Unanimous Joint Consent of Directors and Shareholders of the Corporation dated October 7, 2003 in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act.
4. The effective date of these Articles of Amendment shall be the date of filing with the Florida Department of State.
5. The remainder of the Articles of Incorporation are unchanged and shall remain in full force and effect.

Dated this 7 day of October, 2003.

INTELLECTUAL CAPITAL PRODUCTIONS, INC.

By: Kim S. Hahn
Kim S. Hahn, President

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