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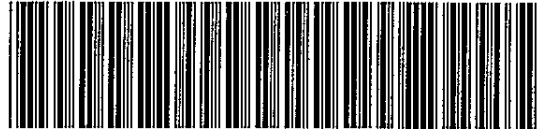
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend & N/C

T BROWN JUN 25 2004

LAW OFFICE OF BEN PROTANO

2500 HOLLYWOOD BOULEVARD, SUITE 411
HOLLYWOOD, FL 33020 U.S.A.
PHONE: (954) 927-6714 • FAX: (954) 927-6711
email: benprotanoesquire@hotmail.com

June 14, 2004

Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment to Articles of Incorporation of
Spider Distribution, Inc.

To Whom It May Concern:

Please allow the enclosed Articles of Amendment to Articles of Incorporation of Spider Distribution, Inc. and Resolution of Bounce Around Bounce Houses, be filed with the Division of Corporations on behalf of our client, Mark Marcusky.

Enclosed is Check No. 5067 in the amount of \$35.00 for the Filing Fee.

You may contact the undersigned at the above referenced telephone/fax or address with any questions or concerns. Thank you.

Sincerely,


BERNARDO PROTANO, ESQUIRE

Enclosures: as stated above

cc: Mark Marcusky

BP/mb

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
Spider Distribution, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: AMENDMENTS ADOPTED: Articles I, II and III shall be effectively amended to reflect the following:

The undersigned, acting as Incorporator for the purposes of amending the Articles of Incorporation under Section 607 of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation and amending the article formerly filed.

ARTICLE I: The name of the Corporation is to be changed to Bounce Around Bounce Houses, Inc.

ARTICLE II: The principle place of business and mailing address of this Corporation shall remain 3222 Harrison Street, Hollywood, Florida, 33021.

ARTICLE III:

The purpose for which Bounce Around Bounce Houses is organized is to engage in any activity for which its shareholders are legally permitted, authorized, or licensed to conduct under the laws of the state of Florida and of the United States.

ARTICLE IV:

The aggregate number of shares of stock of Bounce Around Bounce Houses shall remain as originally set in original Articles of Incorporation.

Issue: 100 shares of the Capital Stock of Bounce Around Bounce Houses shall be available to be issued and outstanding.

ARTICLE V:

The name and Florida street address of the existing Registered Agent shall remain:

Bernardo Protano, Esq., P.A.
2500 Hollywood Blvd.
Suite 411
Hollywood, FL 33020

ARTICLE VI: The name and address of the Incorporator shall be for purposes of this Amendment:

Bernardo Protano
2500 Hollywood Blvd., Suite 411
Hollywood, FL 33020

ARTICLE VII: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders

meeting, with not less than a two-thirds vote of the common stock.

ARTICLE VIII: The address of President, MARK MARCUSKY, is 3222 Harrison Street, Hollywood, FL 33021.

ARTICLE XII: Where permitted by law, the Board of Directors will be permitted to conduct meetings of the Board of Directors by conference telephone call, provided two-thirds of the Board of Directors consent to said meeting via conference telephone call. Said consent must be confirmed in writing.

SECOND: There are no exchanges of stock in relation to this amendment of articles.

There are no amendments to the classification of the stocks to be issued by Spider Distribution, Inc.

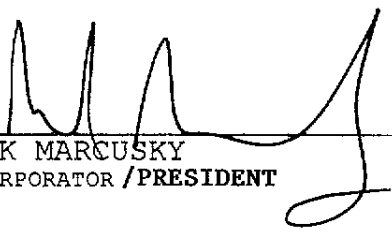
There are no cancellation of shares of stock of Spider Distribution, Inc.

There are no amendments to be made to the number of shares authorized or outstanding of Spider Distribution, Inc.

THIRD: Each amendment of the Articles of Incorporation of Spider Distribution, Inc. shall be effective as of the date of certification from the State of Florida.

FOURTH: The amendments were adopted by the Incorporator without shareholder action and shareholder action was not required. The amendment was adopted on June 14, 2003.

IN WITNESS OF, the undersigned has made and subscribed
Amendments to the Articles of Incorporation in Broward
County, Florida, on this 14th day of June 2004.



MARK MARCUSKY
INCORPORATOR / PRESIDENT