

10/19/2004 15:29 305 6835 5 AVELING J GONZALEZ PAC 01/04
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BASIC AMENDMENT
IMAGEN ENTERTAINMENT, INC.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF

Imagen Entertainment, Inc.

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: (indicate numbers being amended, added or deleted)

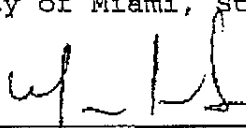
ARTICLE V-OFFICERS

The sole officer of the corporation shall be: Maryori E. Hernandez - President, Vice President, Treasurer and Secretary. Abraham Vivas is hereby deleted as director and officer.

SECOND: The date of each amendments adoption: October 14, 2004.

THIRD: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned, hereby executes and files these Articles of Amendment to Articles of Incorporation in the City of Miami, State of Florida, on October 19, 2004.



Maryori E. Hernandez, Director

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