

P04000097142

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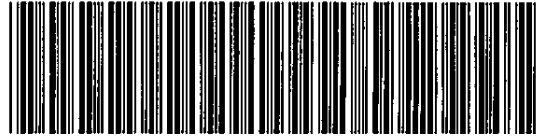
(Business Entity Name)

(Document Number)

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07 MAY 25 AM 8:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Swinging Pig Productions, Inc.

DOCUMENT NUMBER: P04000097142

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dan Mirman

(Name of Contact Person)

Swinging Pig Productions, Inc.

(Firm/ Company)

18 W. 21st Street, 5th Floor

(Address)

New York, NY 10010

(City/ State and Zip Code)

For further information concerning this matter, please call:

Dan Mirman

(Name of Contact Person)

at (646) 827-9381

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FILED
07 MAY 25 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SWINGING PIG PRODUCTIONS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P04000097142

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

AMENDED: Article II, IV, V, VI, VII

ADDED: Article VIII, IX, X, XI, XII, XIII

*see attached

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SWINGING PIG PRODUCTIONS, INC.

The undersigned, as the incorporator of Swinging Pig Productions, Inc., a Florida corporation, hereby certifies that on August 11, 2004, it was agreed that these Amended and Restated Articles of Incorporation be filed with the Secretary of State for the State of Florida:

The undersigned further certify that the original Articles of Incorporation of Swinging Pig Productions, Inc., were filed with the Secretary of State for the State of Florida on the 25th day of June, 2004.

The exact text of the Amended and Restated Articles of Incorporation of Swinging Pig Productions, Inc., which amends Article I, Article II, Article III, Article IV, Article V, Article VI, and Article VII, is as follows:

FIRST. The name of this corporation is Swinging Pig Productions, Inc.

SECOND. The address of this corporation's registered office in the State of Florida is 4183 Shell Road Sarasota, Florida 34242. The name of its resident agent at such address is Julie Mirman

THIRD. The purpose of this corporation is to engage in any lawful act or activity for which corporations may be organized pursuant to the General Corporation Law of the State of Florida.

FOURTH. The total number of shares of capital stock which this corporation shall have authority to issue is fifty million (50,000,000) with a par value of \$.001 per share amounting to \$50,000.00. Fifty million (50,000,000) of those shares are Common Stock. Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, on any matter on which action of the stockholders of this corporation is sought.

FIFTH. This corporation shall have a perpetual existence.

SIXTH. No director or officer of this corporation shall have any personal liability to this corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this Article Sixth shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of the Florida General Corporation Law. Any repeal or modification of this article by the stockholders of this corporation shall not adversely affect any right or protection of any director of this corporation existing at the time of such repeal or modification.

SEVENTH. This corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision specified in these Articles of

Incorporation, and other provisions authorized by the laws of the State of Florida at any such time then in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in their present form or as hereafter amended are granted subject to the rights reserved in this article.

EIGHTH. Capital stock issued by this corporation after the amount of the subscription price or par value therefor has been paid in full shall not be subject to pay debts of this corporation, and no capital stock issued by this corporation and for which payment has been made shall ever be assessable or assessed.

NINTH, (a) The affairs of this corporation shall be governed by a Board of Directors of not more than fifteen (15) persons nor less than one (1) person, as determined from time to time by vote of a majority of the Board of Directors of this corporation; provided, however, that the number of directors shall not be reduced so as to reduce the term of any director at the time in office. The name and address of the current members of the Board of Directors are:

1. Julie Mirman
4183 Shell Road
Sarasota, FL 34242
2. Daniel Mirman
4183 Shell Road
Sarasota, FL 34242

b) At the first annual meeting of stockholders of this corporation directors of the first class shall be elected to hold office for a term expiring at the next succeeding annual meeting of those stockholders. Any vacancies in the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board of Directors, acting by a majority of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successors shall be elected and qualified.

TENTH. The period of existence of this corporation shall be perpetual.

ELEVENTH. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director of this corporation, individually, or any firm of which such director may be a member, may be a party to, or may be pecuniarily or otherwise

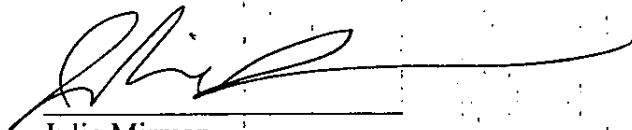
interested in any contract or transaction of this corporation; provided, however, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of this corporation, or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation that shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with the same force and effect as if he or she were not such director or officer of such other corporation or not so interested.

TWELFTH. No action required to be taken or which may be taken at any annual or special meeting of stockholders of this corporation may be taken without a meeting, unless consented to by the stockholders holding of record a majority of the total number of shares of the Corporation then issued and outstanding and entitled to vote. Actions taken without written consent, and without a meeting, are specifically denied. Notice of a meeting of the shareholders may be waived either individually by shareholders or by proxy or by shareholders holding of record a majority of the total number of shares of the Corporation then issued and outstanding and entitled to vote. Shareholders should receive notice of actions taken at meetings of the shareholders.

THIRTEENTH. All of the powers of this corporation, insofar as the same may be lawfully vested by these Articles of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of this corporation. In furtherance and not in limitation of that power, the Board of Directors shall have the power to make, adopt, alter, amend and repeal from time to time bylaws of this corporation, subject to the right of the shareholders entitled to vote with respect thereto to adopt, alter, amend and repeal bylaws made by the Board of Directors; provided, however, that bylaws shall not be adopted, altered, amended or repealed by the stockholders of this corporation, except by the vote of the holders of not less than fifty percent (50%) of the outstanding shares of stock entitled to vote upon the election of directors.

The undersigned hereby certifies that she has executed these Amended and Restated Articles of Incorporation on this 11th day of August, 2004.

Chief Executive Officer:


Julie Mirman

The date of each amendment(s) adoption: August 11, 2004

Effective date if applicable: August 11, 2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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
_____"
(voting group)

- 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.

Signature _____
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Julie Mirman
(Typed or printed name of person signing)

Director/President
(Title of person signing)

FILING FEE: \$35