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To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : INCORPORATETIME.COM, INC.

Account Number : 119990000221 Phone : (631)218-1510 Fax Number : (631)589-2848

: NOV 29 PH 12: 32

BASIC AMENDMENT

DSG ENTERTAINMENT, MANAGEMENT INC.

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11/29/2004

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

DSG Entertainment, Management Inc.

Document Number:

P04000101283

Pursuant to the provisions of section 607.1006, Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment(s) adopted:

ARTICLE II: The principal place of business address:

900 South Federal Highway Hollywood, FL 33020

ARTICLE III: The mailing address of the corporation is:

900 South Federal Highway Hollywood, FL 33020

ARTICLE V: The street address of the registered agent is:

20901 NW 34th Court Miami, FL 33056

ARTICLE VII: The initial officer(s) and/or director(s) of

the corporation is/are:

P/D/VP/T/S: Derrick Hightower 2901 NW 34th Court Miami, FL 33056

SECOND: If an amendment 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: November 24, 2004

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FOURTH: Adoption of Amendment(s)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

Signed this 24th day of November, 2004.

Derrick Hightower, President