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BASIC AMENDMENT

TRACK FACTORY ENTERTAINMENT, INC.

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Certificate of Status	0
Certified Copy	1
Page Count	02
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Corporate Filings

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Articles of Amendment to Articles of Incorporation

TRACK FACTORY ENTERTAINMENT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation.

NEW CORPORATE NAME

TRAKK FACTORY ENTERTAINMENT, INC.

AMENDMENTS ADOPTED

ARTICLE VI: CAPITAL STOCK

DELETED: This Corporation is authorized to issue 100 shares of one dollar (\$1,00) par value common stock. The shares will be distributed as follows: Beverly Hutchinson – 50 shares; Bridgette Prakinson – 25 shares; Charles Pommels – 12 shares; Melissa Campbell – 13 shares.

ADDED: This Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock. The shares will be distributed as follows: Bridgette Prakinson - 75 shares; Melissa Campbell - 25 shares

ARTICLE VII: INITIAL OFFICERS AND/OR DIRECTORS

1. Beverly Hutchinson Director 57 Lincoln Road, Apt. 5A DELETEI

Brooklyn NY, 11234

2. Charles Pommels Director 7 Hegeman Ave., Suite 11D <u>DELETED</u>

Brooklyn NY 11212

The date of each amendments adoption: November 10, 2004.

Effective Date: November 15, 2004

The amendments were approved by the shareholders. The number of votes cast for the amendments by the shareholders was sufficient for approval.

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Signed this 10^{tb} day of November, 2004.

Signature:

MELISSA CAMPBELL

PRINTED NAME

PRESIDENT.