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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Real Entertainment, Inc.

DOCUMENT NUMBER: P 0 4 0 0 0 1 0 8 1 7 9

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

Please return all correspondence concerning this matter to the following:

Louis Russo
(Name of Contact Person)

Real Entertainment, Inc.
(Firm/ Company)

4301 N Federal Hwy
(Address)

Pompano Beach FL 33064
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Louis Russo at (954) 797-5206
(Name of Contact Person) (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
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Real Entertainment, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

P 0 4 0 0 0 1 0 8 1 7 9

(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)**

ARTICLE V is amended - new
registered agent (Louis Russo) filed
same address

(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)

ALLIANCE
STATE
FLORIDA
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The date of each amendment(s) adoption: 10 / 15 / 04

Effective date if applicable: 10 / 20 / 04
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

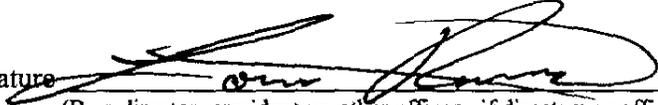
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting 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.

Signed this 15 day of October, 2004.

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)

Louis Russo, VP
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILING FEE: \$35