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TALLAHASSEE, FLORIDA

ATTORNEY AT LAW
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December 17, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

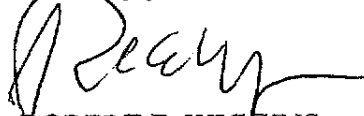
RE: BAUER MARTINEZ STUDIOS VIDEO, INC.
Articles of Amendment

Dear Sirs:

Enclosed please find original Articles of Amendment for the above-referenced corporation. Also enclosed is check #1207 made payable to Department of State in the amount of Thirty Five Dollars (\$35.00). Please return the certified copy to me at the address shown above.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



ROBERT E. WIGGINS

REW:atm
Enclosure

ARTICLES OF AMENDMENT

OF

BAUER MARTINEZ STUDIOS VIDEO, INC.

The undersigned director, officers and shareholders of BAUER MARTINEZ STUDIOS VIDEO, INC., pursuant to the Florida Business Corporations Act, do hereby adopt, affirm and ratify the following Articles of Amendment:

ARTICLE I NAME

The name of this Corporation shall be BAUER MARTINEZ PICTURES, INC.

ARTICLE III PURPOSE

This corporation is organized to transact business as a U.S. motion picture and video distributor, and to transact any and all lawful business for which corporations may be incorporated under Florida Statutes.

ARTICLE V DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Director of this corporation, who shall serve until his successor is elected and has qualified or until removed is as follows:

NAME

Philippe Martinez

ADDRESS

801 West Bay Drive
Suite #800
Largo, Florida 33770

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TALLAHASSEE FLORIDA

**ARTICLE V(A)
OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

OFFICE	NAME AND ADDRESS
Chief Executive Officer	Philippe Martinez
President	801 West Bay Drive
Secretary	Suite #800
Treasurer	Largo, Florida 33770

**ARTICLE VIII
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IX
INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being of having been a Director or officer of this Corporation, or by reason of his or her serving or having served this Corporation at its request, whether or not he or she is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the

event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X BYLAWS

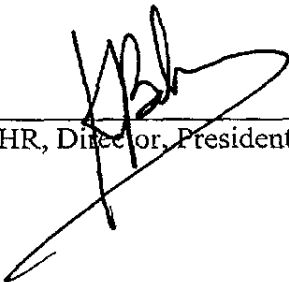
The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI AMENDMENTS

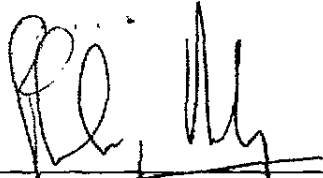
Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

These amended Articles have been adopted by the shareholder and director of the Corporation on the 19th day of November, 2004.

IN WITNESS WHEREOF, the President, Director and Secretary have hereunto affixed his signature on this 19th day of November, 2004.



KARINNE BEHR, Director, President and Secretary

A handwritten signature in black ink, appearing to read 'Philippe Martinez', written over a horizontal line.

PHILIPPE MARTINEZ
As Authorized Agent of Shareholder Cassis Holding, Inc.