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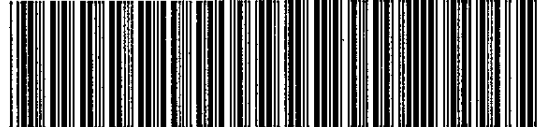
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 JAN 23 AM 11:00

Amend.

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delancyhill

a professional association
attorneys-at-law

January 20, 2006

VIA U.S. MAIL

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

RE: TIMELESS ENTERTAINMENT, INC

Dear Sir/ Madam:

Please be advised the Articles of Corporation were recently filed in the above captioned matter. The principal address is 15040 SW 155th Terrace, Miami, FL 33187 and the mailing address is P.O. Box 770096, Miami, FL 33187. Please return a confirmation of the corrected. If you have any questions, please call me at (786) 777-0184.

Should you have any questions, please do not hesitate to contact this office.

Sincerely,

DELANCYHILL, P.A.

Suzette A. Ashby
Legal Assistant to Marlon A. Hill

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TIMELESS ENTERTAINMENT, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2006 JAN 23 AM 11:00

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following amendment to its Articles of Incorporation:

FIRST: The date of filing of the articles of incorporation was March 11, 2005.

SECOND: The following amendment to the articles of organization was adopted by the board of directors of the Corporation on September 17, 2005 without shareholder action and shareholder action was not required:

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent office and the name of the initial registered agent at that office is Natalya Hall of 15040 S.W. 155th Terrace, Miami, FL 33187.

The principal office shall be 15040 S.W. 155th Terrace, Miami, FL 33187 and the mailing address shall be P.O. Box 770096, Miami, FL 33177

Dated: January 18, 2005

Natalya Hall
By: Natalya Hall

Title: Director/Secretary