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BROOKSIDE TECHNOLOGY HOLDINGS CORP.

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**ARTICLES OF CORRECTION
FOR
BROOKSIDE TECHNOLOGY HOLDINGS CORP.**

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Pursuant to the provisions of Section 607.0124, Florida Statutes, Brookside Technology Holdings Corp. (the "Company") files these Articles of Correction within 30 days of the file date of the document being corrected.

FIRST: The name of the Company is Brookside Technology Holdings Corp.

SECOND: These Articles of Correction correct the Articles of Amendment to the Articles of Incorporation filed with the Florida Department of State on September 14, 2007.

THIRD: Section 9(j) was incorrectly stated as follows:

(j) "PERMITTED DEBT" shall mean (i) trade payables incurred in the ordinary course of business; (ii) one or more debt facilities used to finance the purchase inventory or raw materials for products manufactured by the Company; (iii) factoring of accounts receivables; (iv) surety bonds and letters of credit issued or obtained in the ordinary course of business; (v) the refinancing of debt existing as of the date of this Agreement, upon substantially similar terms; and (vi) up to \$25,000,000 of new Indebtedness to be used for or in connection with either the acquisition of other business by the Corporation or to provide loans to the Company's film production clients.

FOURTH: Section 9(j) is corrected to state as follows:

(j) "PERMITTED DEBT" shall mean (i) trade payables incurred in the ordinary course of business; (ii) one or more debt facilities used to finance the purchase inventory or raw materials for products manufactured by the Company; (iii) factoring of accounts receivables; (iv) surety bonds and letters of credit issued or obtained in the ordinary course of business; (v) the refinancing of existing debt; and (vi) up to \$25,000,000 of new Indebtedness.

IN WITNESS WHEREOF, the undersigned Chief Financial Officer of the Company has executed these Articles of Correction this 18th day of September, 2007.

By: 

Bryan McGuire, Chief Financial Officer

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