193000011502

| 3501 SW 2nd Avenue • Suite 2500 Gainesville, FL 32607 |
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FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

December 31, 2002

PARADISE ONLINE, INC. ATTN: JOSE E LATOUR 3501 SW 2ND AVE, SUITE 2500 GAINESVILLE, FL 32607

SUBJECT: PARADISE ONLINE, INC.

Ref. Number: P93000011502

We have received your document for PARADISE ONLINE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6957.

Pamela Smith Document Specialist

Letter Number: 602A00067971

03 JAN 13 AH 8: 02
DIVISION OF CORFORATIONS



PARADISE ENTERTAINMENT GROUP, INC.

3501 SW 2nd Avenue • Suite 2500 Gainesville, FL 32607 [352] 371-2632 Fax: [352] 371-1457 www.paradise-records.com

January 9, 2003

Division of Corporations Pamela Smith P.O. Box 6327 Tallahassee, FL 32314

Re: Name Change for Paradise Online

Dear Ms. Smith:

Please note I have changed the form to reflect the new name we would like to use. If you have any questions please do not hesitate to contact me.

Sincerely,

Leah Latour

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED
03 JAN 13 AM 10: 05

TALLAHASSEE FLORIDA

| Paradise | Online, | Inc. |
|----------|---------|----------------|
| | | (present name) |

P93000011502
(Document Number of Corporation (If known)

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Name Change to: Thex Paradiaex & roup xx Inc.

Paradise Entertainment Group, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| THIRD: T | he date of each amendment's adoption: December 12, 2002 | | | | |
|---|---|--|--|--|--|
| | Adoption of Amendment(s) (CHECK ONE) | | | | |
| p | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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) | | | | | |
| Ä | 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 12 day of December , 2002. Signature | | | | | |
| (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) | | | | | |
| OR | | | | | |
| (By a director if adopted by the directors) | | | | | |
| | OR | | | | |
| (By an incorporator if adopted by the incorporators) | | | | | |
| | | | | | |
| | Tose E Latour (Typed or printed name) | | | | |
| | President (Title) | | | | |

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