

GARY BROOKMYER
ELLIOT F. HOCHMAN
DANIEL J. PROBST

LAW OFFICES
BROOKMYER, HOCHMAN & PROBST, P.A.
GARDENS PLAZA
3300 PGA BOULEVARD, SUITE 350
PALM BEACH GARDENS, FLORIDA 33410
TELEPHONE (561) 624-2110
FACSIMILE (561) 624-2425

STUART OFFICE
BY APPOINTMENT ONLY
ROYAL PALM FINANCIAL CENTER
759 S. FEDERAL HIGHWAY
SUITE 212
STUART, FLORIDA 33995-2434
TELEPHONE (561) 223-4030

P93000051545

March 25, 1998

400002472274--2
-03/30/98-01082-008
*****35.00 *****35.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


RE: Articles of Amendment of Carroll Productions, Inc.

Dear Sir/Madam:

Enclosed for filing with your office is an original and one copy of Articles of Amendment of Carroll Productions, Inc. Also enclosed is a check in the amount of \$35.00 for filing fee of the same. Upon receipt of the enclosed for filing, please return a stamped copy to me in the self-addressed stamped envelope provided for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me.

Sincerely,


Daniel J. Probst

DJP:ml
Enclosures

FILED
98 MAR 30 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 4/1

ARTICLES OF AMENDMENT
OF
CARROLL PRODUCTIONS, INC.

Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of **CARROLL PRODUCTIONS, INC.** are hereby amended as follows:

1. Article IV of the articles of incorporation is amended by deleting the same and substituting the following:

"ARTICLE IV - STOCK"

The total number of shares authorized to be issued by the corporation is 10,000, of which 1000 shares shall be "Class A voting common stock" at \$1.00 par value, and 9,000 shares shall be "Class B nonvoting common stock" at \$1.00 par value. The holders of the "Class B common stock" shall not be entitled by reason of their holdings to any voice or vote in the management or affairs of the corporation. The voting power shall be confined to the holders of "Class A common stock." Except as to voting rights, there shall be no other distinction between the two classes of stock."

2. The 10,000 issued and outstanding stock of the corporation shall be exchanged by the secretary of the corporation for the reclassified shares authorized by this amendment upon acceptance and receipt of this amendment by the Secretary of State of Florida, and receipt of such notice by the corporation. Shareholders shall receive voting and nonvoting shares in proportion to the shares currently held by each shareholder upon exchange of the existing shares for the newly authorized shares.

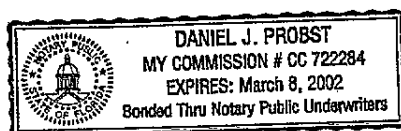
3. The foregoing Amendment was adopted on MARCH 23, 1998, by the unanimous consent of the shareholders of all 10,000 issued and outstanding shares of the corporation at a meeting of the shareholders called for the purpose of amending the articles of incorporation and as required by the articles of incorporation.

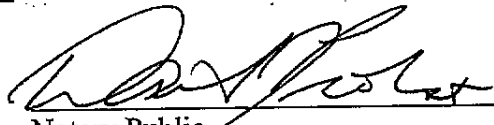
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment this 23 day of March, 1998.


DEREK CARROLL, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 23 day of March, 1998, by **DEREK CARROLL**, President of **CARROLL PRODUCTIONS, INC.**, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification and did/did not take an oath.




Notary Public
State of Florida
My Commission Expires: