

P93000086010
TuTTi

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 PM 2:09

October 27, 1997

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

200002343482--0

The following information is in reference to the name change from TuTTi USA, Inc. to Digital Entertainment Group Inc. Should you need further assistance please call (305) 447-9699. Thank you in advance for your prompt attention to this matter.

Cordially,

Maurice Keizer

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DIVISION OF CORPORATIONS

N.C.
11-6-97
CC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TuTTi USA, Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

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

*The name of the corporation has now been changed to :
Digital Entertainment Group Incorporated*

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

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THIRD:

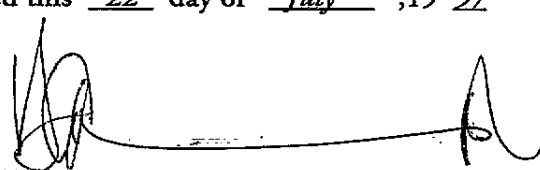
The date of each amendment's adoption: July 22, 1997.

FOURTH:

Adoption of Amendment

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

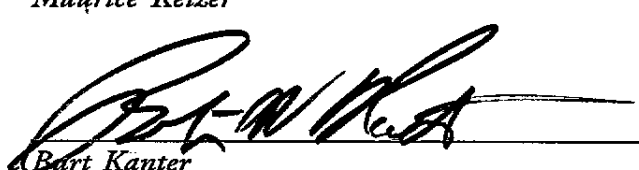
Signed this 22 day of July, 19 97



Barry Gibbons Chairman of the Board



Maurice Keizer



Bart Kanter