94000072205

October 30, 1997

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FLORIDA DEPARTMENT OF STATE P.O. Box 6327 Tallahassee, Florida 32314

Subject: A.M. Entertainment, Inc.

800002336768--5 -11/03/97-01152-012 *****35.00 ******35.00

Dear Sir/Maldam:

I am herein enclosing Articles of Amendment to Articles of incorporation of A.M. Entertainment, Inc. I am also herein enclosing a money order in the amount of thirty five (\$35.00) Dollars and fifty cents.

Please process the enclosed at your earliest possible convenience, as we urgently await for your records to reflect the foregoing information.

I thank you in advance.

Michael McMillin

1390 Oceand Dr. No. 507

Miami Beach, F1 33139

/rc..

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

DIVISION -3 PH 1: 28

A.M. ENTERTAINMENT, INC.

A.M. ENTERTAINMENT, 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)

ARTICLE VIII - DIRECTORS

The name(s) and street address(es) of the officer(s), who shall hold office until their successor(s) is (are) elected, is (are):

MICHAEL MCMILLIN
President / Vice-president
Secretary / Treasurer
1390 OCEAN DR. NO. 507
MIAMI BEACH. FL 33139

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: The date of each amendment's adoption: 10/30/97 Adoption of Amendment(s) (CHECK ONE)
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
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 30th day of October, 1997. Signature × May Trusless
(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)
Abel Aguilera Typed or printed name
Vice-President Director.