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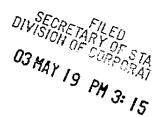


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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



GLOBAL AMUSEMENT CONCEPTS, INC. (present name)

(Document Number of Corporation (If known)

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 I: The name of the corporation shall be:

Groom Lake Media 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:

| THIRD: | The date of each amendment's adoption: May 13, 2003. | | |
|--|---|--|--|
| FOURTH: Adoption of Amendment(s) (CHECK ONE) | | | |
| Ģ | 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 sparately on the amendment(s): | | |
| | "The number of votes cast for the amendment(s) was/were sufficient for approval by | | |
| | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. | | |
| 52 | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | | |
| | Signed this 13^{th} day of May | | |
| Signature | | | |
| the shareholders) | | | |
| OR | | | |
| (By a director if adopted by the directors) | | | |
| OR | | | |
| | (By an incorporator if adopted by the incorporators) | | |
| | (Typed or printed name) | | |
| | PRESIDENT / INCOrpora for | | |