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BASIC AMENDMENT

INTERNATIONAL MUSIC & FILM, INC.

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is International Music & Film, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from International Music & Film, Inc. to Aerogame.com, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

International Music & Film, Inc.

By: [Signature]
by G.K. Kuroda as attorney-in-fact

Name: J. Paul Hines

Title: President

Date: March 25, 1999

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TALLAHASSEE, FLORIDA

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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