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William James Dietz

May 24, 1999

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

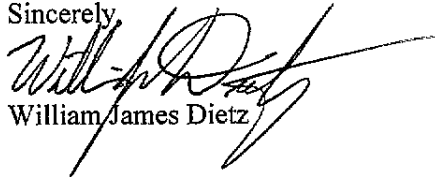
Re: Amendment of Articles of Incorporation of LIGHT & DEPTH Digital Artistry, Inc.
File Number: L&DDA:WJD:040396

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-05/27/99--01068--006
*****35.00 *****35.00

Dear Sir or Madam,

Enclosed please find an amendment to the articles of incorporation for the above-named Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the fees for filing. Thank you for your assistance in this matter.

Sincerely,


William James Dietz

WJD:ks

enclosures

FILED
99 MAY 27 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TUE JUN 3 1999

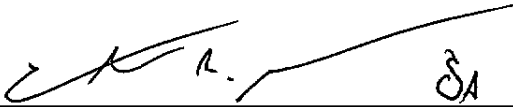
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
LIGHT & DEPTH Digital Artistry, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statute §607.1006.

1. Article I of the Articles of Incorporation of LIGHT & DEPTH Digital Artistry, Inc. is amended as follows: after "is", delete "LIGHT & DEPTH Digital Artistry, Inc." and insert "The Animation Mill, Inc."
2. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on May 21, 1999.
3. Shareholder approval for this amendment is not required pursuant to the Articles of Incorporation.

In witness whereof, the undersigned Directors of this corporation have executed these articles of amendment to articles of incorporation on May 21, 1999.


Curtis A. Sponsler, Director


Deborah E. Sponsler, Director