

P96000037214

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. KINETOSCOPE, INC. P96000037214
(Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

M. HENDRICKS DEC 24 1996

Examiner's Initials

**ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION
OF
KINETOSCOPE, INC.**

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PURSUANT to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The name of the Corporation is Kinetoscope, Inc.
2. The text of the amendment is as follows:

Article (V)(A) of the Articles of Incorporation is hereby deleted in its entirety and shall be restated to read as follows:

The Corporation is authorized to issue Ten Million (10,000,000) shares of 1¢ par value common stock, which shall be designated "common shares".

3. The method of implementation of the exchange, reclassification or cancellation, as provided for in the above amendment, is as follows:

Each holder of the Corporation's 10¢ par value common stock shall receive One Thousand Nine Hundred Twenty (1,920) shares of the Corporation's 1¢ par value common stock in exchange for each 10¢ par value share owned.

4. This amendment was adopted on the 20th day of December, 1996.

5. The amendments were duly approved by the Shareholders in accordance with Section 607.1006. The amendment was approved by all of the Corporation's Shareholders. The number of votes was sufficient for approval. All of such Shareholders are members of the same voting group and, such voting group is the only voting group entitled to vote on this amendment. The amendment was also unanimously approved by all of the members of the Corporation's Board of Directors on December 20, 1996.

Dated this 20th day of December, 1996.

KINETOSCOPE, INC.

By: Marvin Scaff
Marvin Scaff, as its President