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Charter Number Only

1/11/99

VALIDATION ONLY

Requestor's Name: Ed RYAN, CPA
Address: 2101 Brickell Ave. #321
City: Miami FL 33129
Phone: 857-0070

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CORPORATION(S) NAME

LONE DOG PRODUCTIONS, INC.

FILED
99 JAN 12 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Empire Toll Free: 1-800-432-3028

- Profit
- NonProfit
- Amendment
- Merger
- Foreign
- Dissolution
- Mark
- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of Registered Agent
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- Call When Ready
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DIVISION OF CORPORATION

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Examiner
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Verifier
Acknowledgment
W.P. Verifier

Joe 1/12

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

99 JAN 12 AM 9:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LONE Dog Productions, Inc.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 #1 is Amended to show NAME
CHANGE FROM:
LONE Dog PRODUCTIONS, INC.

TO:
POPCORN PRODUCTIONS, INC.

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:

N/A

THIRD: The date of each amendment's adoption: 1/11/99

FOURTH: 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 day 11th of JANUARY, 19 99

Signature Edmond J. Ryan, President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) INCORPORATOR

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

EDMOND J. RYAN

Typed or printed name

INCORPORATOR

PRESIDENT

Title