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CORPORATION(S) NAME

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CERTIFIED COPY

Empire Toll Free: 1-800-432-3028

ARTICLES OF INCORPORATION

OF

DSD ENTERTAINMENT, INC.

96 SEP 10 PH 12: 34

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation shall be DSD ENTERTAINMENT, INC.

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE THREE

The corporation is authorized to issue 900 shares of no par value common stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

Hyman Hillenbrand, Esquire 201 South Biscayne Boulevard Miami Center, Suite 1330 Miami, Florida 33131

ARTICLE FOUR

Initially, the principal office of the corporation shall be located at 2057 N.E. 121st Road, North Miami, Florida 33181, and the name of its initial registered agent is Hyman Hillenbrand at that office.

ARTICLE FIVE

The name and address of the incorporator is Donnell G. Bauer, 5007 N.W. 67th Avenue, Lauderhill, Florida 33319.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and affixed his seal on this 6 day of 5,000, 1996.

DONNELL G. BAUER

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority and officer duly authorized to administer oaths and take acknowledgments, personally appeared, DONNELL G. BAUER, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily as the purpose therein expressed.

Witness my hand and official seal of this 6 day of September, 1996, at Broward County, Florida.

Notary Public, State of Florida at Large

My Commission Expires:

ANDRA K. KLEM
Notary Public, State of Florida
My comm. expires Jun. 21, 1998
Comm. No. CC385379

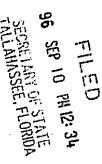
CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First, that DSD ENTERTAINMENT, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named HYMAN HILLENBRAND, located at 2057 N.E. 121st Road, North Miami, Florida 33181, County of Dade, State of Florida, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

HYMAN HILLENBRAND, ESQUIRE Registered Agent



P96000074981 5007 NW 67 Ave Lauderhill, FL 33319

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314 700002079467--2 -01/30/97--01035--007 ******35.00 ******35.00

Sirs:

Enclosed is the form for a name change for a Florida Corporation originally named "DSD Entertainment." It was established last September but has never been activated. I am now in the process of activation, and with the name changed to "White Hair Pictures." Enclosed with the form is a check for 835.

Thank you,

Donnell G. Bauer

2000 J. 2000 J

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

DSD Entertainment, Inc. (present nume)

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 One - The name of the corporation shall be changed to WHITE HAIR PICTURES, INC.

APPROVED

FILED

97 JAN 30 PX 1: 18

SECRETARY OF STATE
SECRETARY OF S

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:

		. 27 1997.
THIRD	. The	date of each amendment's adoption: \\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\
FOURT	rh: A	Adoption of Amendment(s) (CHECK ONE)
1001		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.
		shareholder action was not required.
	(12)	shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	S	signed this day 27 th of January 19 97.
Sign	ature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
		OR
		(By a director if adopted by the directors)
		OR
		(By an incorporator if adopted by the incorporators)
		Donnell Ca Bauer Typed of printed name
		Incorporator Tile
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