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Administrative Offices

Explorations Entertainment & Education, Inc.

A Florida corporation

2500 N. Military Trail, Suite 225-D; Boca Raton, Florida 33431

Telephone: (561) 226-2505

Fax: (561) 998-3425 E-mail: Michelle@explorationsofbocaratoninc.com

Michelle Tucker
President

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*****35.00 *****35.00

January 25, 2002

DEPARTMENT OF STATE

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

Re.: *Amendments to Articles of Incorporation of Explorations Entertainment & Education, Inc.*

Gentlemen:

Enclosed please find:

- (a) Three sets of articles of amendment for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (b) A check in the amount of \$35 covering the costs of filing the articles of amendment.

If you have any questions or comments, please contact the undersigned.

Very truly yours



Michelle Tucker
President

FILED
02 FEB - 8 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend & N/C

T BROWN FEB 11 2002

**Articles of Amendment to Articles of Incorporation
of Explorations Entertainment & Education, Inc.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation does hereby adopt the following articles of amendment to its Articles of Incorporation:

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02 FEB -8 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Witnesseth:

First:

Amendments adopted:

The substance but not the heading of Article I is hereby repealed in its entirety and replaced by new Article I which shall read as follows:

(A) Name:

The name of the Corporation is "Pop Starz, Inc."

(B) Address

The principal office and mailing address of the Corporation is: 7359 Ballantrae Court, Boca Raton, Florida 33496.

Second:

The date of each amendment adopted is: January 25, 2002.

Third:

Adoption of Amendments:

The amendments were adopted by the holder of all the shares of the Corporation's common stock currently outstanding. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, I have subscribed my name this 25th day of January, 2002.

*Signed, Sealed & Delivered
In Our Presence*

Nancy Maleyari
[Signature]

Michelle Tucker
Michelle Tucker, President