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NEWMANPOLLOCK&KLEIN

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BASIC AMENDMENT

POP STARZ, INC.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 1, 2004

POP STARZ, INC.
1801 CLINT MOORE ROAD
SUITE 108
BOCA RATON, FL 33487

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CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
POP STARZ, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President of, **POP STARZ, INC.** (the "Company") and being duly authorized by the Board of Directors hereby certifies that:

FIRST: Article IV of the Articles of Incorporation is hereby amended to read as follows:

Article IV. CAPITAL STOCK

4.1 Authorized Shares: The total number of shares of capital stock that the Corporation has the authority to issue is twenty-one million (21,000,000). The total number of shares of common stock that the Corporation is authorized to issue is twenty million (20,000,000) and the par value of each share of such common stock is (\$.001). The total number of shares of preferred stock that the Corporation is authorized to issue is one million (1,000,000) and the par value of each share of such preferred stock is (\$.001).

4.2 Rights for Preferred Shares: The board of directors is expressly authorized to adopt, from time to time, a resolution, or resolutions providing shares in each such series and to fix the designations and powers, preferences and relative, participating, optional and other qualifications, limitations and restrictions of such shares, of each such series.

The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by the shareholders evidencing 100% of the total issued and outstanding capital stock entitled to vote, pursuant to a written consent of the shareholders in lieu of a meeting on July 28, 2004. The number of votes cast by the shareholders for approval of the amendment was sufficient for approval.

IN WITNESS WHEREOF the undersigned hereby submits this Certificate of Amendment to the Articles of Incorporation and affirms the same as true under penalties of perjury this 2nd day of August 2004.

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of perjury this 2nd day of August 2004.



MICHELLE TUCKER, President/Secretary