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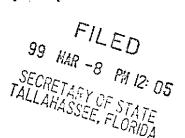
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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TU MAR 9 1999

## ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION **OF**



A/R VIDEO AND FILM INC.

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 I (ONE) IS TO BE AMENDED (NAME CHANGE) THE NEW NAME WILL BE:

A/R VIDEO INC.

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:

THIRD:	The date of each amendment's adoption: MARCH 5 1999
	I: Adoption of Amendment(s) (CHECK ONE)
Ę	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.
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\$	Signed this $5^{+h}$ day of $MARCH$ , 19 99.
Signature	(Molalin
	(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)
	ARNOLD MICHAEL  Typed or printed name
	VI Furnity mante
	PRESIDENT/Incorporator
	THE /