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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

Other

CR2E031(10/92)

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Prof	ît	Amendment		
Non	Profit	Resignation of R.A., Officer/L	Director	
Limi	ited Liability	Change of Registered Agent		
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C	OTHER FILINGS	REGISTRATION/ QUALIFICATION	11/4	
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ARTICLES OF AMENDMENT

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

TO

ARTICLES OF INCORPORATION

OF

ON TOP ENTERTAINMENT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

Marina Sarah Vaysblat

Secretary:

Marina Sarah Vaysblat

Treasurer:

Marina Sarah Vaysblat

SECOND:

Article 5 shall be amended to state:

President:

Marina Sarah Vaysblat

Vice-President:

Jennifer M. Resnick Jennifer M. Resnick

Secretary: Treasurer:

Marina Sarah Vaysblat

whose addresses shall be the same as the principal address of the

Corporation.



THIRD:

Article 6 of the Articles of Incorporation states Director(s) as:

Marina Sarah Vaysblat

FOURTH:

The Director(s) of the Corporation shall be changed to:

Marina Sarah Vaysblat Jennifer M. Resnick

whose addresses shall be the same as the principal address of the Corporation.

FIFTH:

The date of the adoption of this amendment is the 3 October 1997.

SIXTH:

The amendment was adopted by the Board of Directors. No Shareholder

action was required for adoption.

SEVENTH:

This amendment shall be effective upon the filing with the Secretary of

State of Florida.

Signed this 3 October 1997.

Marina Sarah Vaysblat, Chairman of fl

Board of Directors

ARTAMEND.PRES