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Examiner's Initials

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

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NEW SKIVVIES FILMS CORP.

Pursuant to Sections 607.1002 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of New Skivvies Films Corp. (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is New Skivvies Films Corp.

SECOND: Article I of the Articles of Incorporation is amended in its entirety to read as follows:

"The name of the Corporation is Old Skivvies Films Corp."

THIRD: The foregoing amendment was adopted by written consent of the shareholders and the board of directors of the Corporation, in accordance with Sections 607.1003(6) and 607.0704 of the Florida Statutes, on July /6, 1997, constituting a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this _/6 day of July, 1997.

Name: Reverge Anselmo

Title: President

MIA3-517778