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CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

ATTORNEYS AT LAW

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TAMPA, FLORIDA 33606

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 18 PM 12:42

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March 14, 2002

Corporate Records Bureau  
The Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

000005113670--3  
-03/18/02--01072--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Barr-Welch Films, Inc.

To Whom it May Concern:

Enclosed are an original and one copy of Articles of Amendment to the Articles of Incorporation of Barr-Welch Films, Inc. Please file the original Articles of Amendment and certify and return the copy to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$35.00 to cover the filing fee for the Articles of Amendment.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*  
Nancy R. Barnes, Paralegal → gave authorization  
to add "Director" as Title  
for person signing.

NRB/gp  
Enclosures

cc: Barr-Welch Films, Inc.

N/C

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF BARR-WELCH FILMS, INC.

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Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Barr-Welch Films, Inc..
2. The following amendment of the Articles of Incorporation was adopted by the Board of Directors of the corporation in the manner prescribed by the Florida Business Corporation Act:

Article 1 is amended by deletion of the entire text thereof, and by substitution of the following Article 1, Name:

ARTICLE 1

Name

The name of the corporation is Bessette/Welch Productions, Inc.

3. The date of the amendment's adoption is March 12, 2002.
4. The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Dated: March 12, 2002.

Barr-Welch Films, Inc.

By:

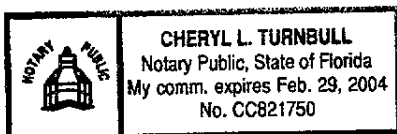
Michael F. Welch  
Michael F. Welch, President/Director

Attest:

Michael F. Welch  
Michael F. Welch, Secretary

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of March, 2002, by Michael F. Welch, as President and Secretary of Barr-Welch Films, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.



Cheryl L. Turnbull  
Name typed/printed: Cheryl L. Turnbull  
Notary Public, State of Florida  
Commission No. and Seal: