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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
99 AUG 19 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend 8-26-99

Examiner's Initials

LF

ARTICLES OF AMENDMENT

OF

OCEAN ONE STUDIO INC.

FILED

99 AUG 19 PM 12:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned director(s), for the purpose of amending the articles of incorporation under the Florida Business Corporation Act, hereby adopt(s) the following amendments to the Articles of Incorporation.

ARTICLE I : NAME

The name of the corporation is

OCEAN ONE STUDIO INC.

ARTICLE II : AMENDMENTS

1. Amend to delete the name of Ralph Mawardi as an officer and director of the corporation and add the name of Limor Mawardi as a new director and President / Secretary of the Corporation.

Amendment adopted July 28, 1999.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.



Limor Mawardi
President

The undersigned has executed these Articles of Amendment this 28th day of July, 1999.

A handwritten signature in black ink, appearing to be 'Limor Mawardi', written over a horizontal line.

Limor Mawardi/ Director