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C. Merget
Ruff Draft Media, Inc.
1511 East Commercial Boulevard
Suite 129
Ft. Lauderdale, FL 33334
July 21, 1997

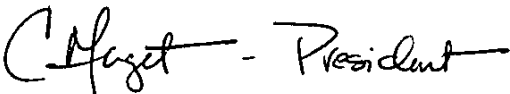
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Dear Sirs:

Enclosed please find one original and one copy of the ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of RUFF DRAFT MEDIA, INC. Also enclosed is a check for \$35.00 to file these articles.

Thank you,

 - President
C. Merget - President
Ruff Draft Media, Inc.

FILED
97 JUL 24 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
LPT 7-30-97

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
RUFF DRAFT MEDIA, INC.

FILED
97 JUL 24 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

ARTICLE FOUR, AMENDED

The aggregate number of shares which the corporation shall have authority to issue is **one hundred thousand (100,000) of \$.01 par value.**

These amendments were adopted July 21, 1997 by the incorporators without shareholder action and shareholder action was not required.

Signed this twenty-first day of July, 1997.

Signature

C. Merget - President
C. MERGET - PRESIDENT, Incorporator