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PA 7000032709

August 15, 1997

VIA CERTIFIED MAIL -  
RETURN RECEIPT REQUESTED

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-09/11/97-01117-007

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
409 E. Gains Street  
Tallahassee, Florida 32399

RE: Articles of Amendment to Articles of Incorporation

Dear Ladies or Gentlemen:

Enclosed is an Amendment to Articles of Incorporation for A-List Production Solutions, Inc., a Florida corporation, along with our check number 6901, in the amount of \$35.00 representing the filing fee.

Please forward a copy of the Amendment back to my office at 900 North Federal Highway, Suite 380, Boca Raton, Florida 33432, upon completion of filing.

Please do not hesitate to contact my office if you should require any additional information.

Very truly yours,

  
Jeffrey A. Levine

JAL/bks

enclosures

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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9-11-97

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
A-LIST PRODUCTION SOLUTIONS, INC.

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:

**FIRST:** The name of the Corporation is changed from A-List Production Solutions, Inc. to Actors Network, Inc. This change modifies and amends the name and any place within the articles where the A-List Production Solutions, Inc. is mentioned is hereby changed to Actors Network, Inc.

**SECOND:** The aggregate number of shares which the Corporation shall have authority to issue is Twenty Million (20,000,000) shares of One (.01) cent par value common stock.

**THIRD:** There shall be two classes of shares, which shall be designated as Class A which shall consist of 10,000,000 shares and Class B which shall consist of 10,000,000 shares.

**FOURTH:** Class A shares shall be voting shares, and each holder of Class A shares shall be entitled to votes in proportion to his ownership of said shares. Voting shall proceed in accordance with Florida Statutes, Chapter 607. The holders of Class A shares shall also be entitled to share in the profits of the Corporation based on the proportionate share of all issued and outstanding shares.

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TALLAHASSEE, FLORIDA  
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**FIFTH:** Class B shares shall be non-voting shares. Each holder of Class B shares shall be entitled to a share of this Corporation's profits in proportion to his percentage of said shares compared to all of the issued and outstanding shares of all classes of stock.

**SIXTH:** The date of the adoption of this amendment is August 13, 1997.

**SEVENTH:** The amendment was approved by the Board of Directors, without shareholder action and shareholder action was not required. Any provision of the Articles not effected by this amendment shall remain in full force and effect.

Executed this 13 day of August, 1997.

Signature:

  
ROSS BERKWICH, Chairman  
of the Board of Directors  
and President