

May 26, 1999



Fla. Dept of State
PO Box 6327
Tallahassee, Fla.
32314

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Ref: Corporate Name Change

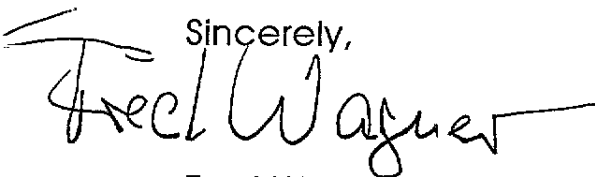
To Whom it may concern,

Please consider this article of amendment as a change of name for our corporation. Angler Films Inc. will now become U.S. Film Productions Inc. I have enclosed the filing fee and would like to receive a certificate of acknowledgement at the address below. The only change to the corporate mailing address will be:

Angler Films (U.S. Film Productions)
1521 Alton Rd. PMB 53
Miami Beach, Fla. 33139

Thank you for your help with this matter.

Sincerely,


Fred Wagner

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ANGLER FILMS

ARTICLES OF AMENDMENT

of

ANGLER FILMS, INC.

ANGLER FILMS, INC., a Florida corporation, hereby amends its Articles of Incorporation.

1. The name of this corporation is ANGLER FILMS, INC.

2. The text of the amendment is:

"Effective upon the filing of these Articles of Amendment with the Secretary of State of Florida, the name of this corporation shall be U.S. FILM PRODUCTIONS INC."

3. The amendment was adopted by a unanimous written action of the shareholders on May 26, 1999.

4. The corporation presently has only one class of stock which is common stock and all the shareholders approved the amendment; hence the number of votes cast in favor thereof was sufficient for approval.

DATED May 26, 1999.

ANGLER FILMS, INC.

seal

Fred Wagner
By Fred Wagner, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED