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8/27/2004

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

R.G.B. PRODUCTIONS, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006. FLORIDA STATUES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST:

AMENDMENT (S) ADOPTED,

CHANGE ARTICLE VI-DIRECTORS: TO REMOVE GEMMA LOMBARDI AS VICEPRESIDENT.

CHANGE ARTICLE VII-OFFICERS: TO REMOVE GEMMA LOMBARDI AS VICE PRESIDENT AND ADD ROCKMEEL ACOSTA.

SECOND: IF AN AMENDMENTS PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE ASFOLLOWS:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION 08/24/04

FOURTH: ADOPTION OF AMENDMENT(S) (CHECK ONE)

THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATES WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(S) WAS/WERE ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

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		H04000176060 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL.	3	
		THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.		
		THE AMENDMENT(S) WAS/WERE ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.		
		BER OF VOTES CAST FOR AMENDMENT(S) WAS/WERE IT FOR APPROVAL BY		
		BY PRESIDENT/INCORPORATOR		

SIGNED THIS 24 DAY OF AUGUST , 2004

ROCKMEEL ACOSTA PRESIDENT

R.G.B. PRODUCTIONS, INC. P97000046094 05/23/97