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ACCOUNT NO. : 072100000032

REFERENCE : 454321 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 8, 1997

ORDER TIME : 10:15 AM

ORDER NO. : 454321-005

CUSTOMER NO: 1299A

CUSTOMER: S. Avery Smith, Esq
Clark Partington Hart Larry
Suite 800
125 West Romana Street
Pensacola, FL 32591-3010

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-07/08/97--01046--004
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: STUDIO MAX INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 JUL -8 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 JUL -8 AM 10:47
DIVISION OF CORPORATION

7/8

*Joy
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ARTICLES OF AMENDMENT
OF
STUDIO MAX INTERNATIONAL, INC.

FILED

97 JUL -8 PM 2:02

SECRETARY OF STATE
TALLAHASSEE FLORIDA

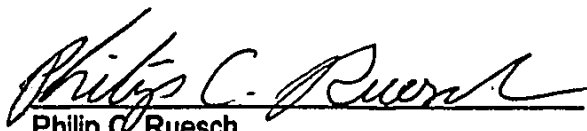
1. The Articles of Incorporation of Studio Max International, Inc., a Florida Corporation, are hereby amended to change Article IV - Capital Stock to read as follows:

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

2. The foregoing amendment is pursuant to a resolution adopted at a special meeting of the stockholders and Board of Directors of the corporation on June 13, 1997. The shares of all of the common stock of the corporation, representing the only voting group required to vote on the foregoing amendment, voted unanimously for approval of the foregoing amendment.

3. This Amendment is effective the 30th day of May, 1997.

IN WITNESS WHEREOF, the undersigned president of the corporation has executed these Articles of Amendment on this 13th day of June, 1997.


Philip C. Ruesch
Its: President