

Edward W. Becht, P. A.

ATTORNEY AT LAW

P. O. Box 2746

321 South Second Street

Fort Pierce, Florida 34954-2746

Telephone: (407) 465-5500

Fax: (407) 465-8909

P97000055052
July 30, 1997

Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Busch International Productions, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Amendment for the above-referenced corporation, together with this firm's trust account check in the sum of \$35.00 to cover the cost of amendment. The Articles request that the name of the corporation be changed to BPI Films, Inc. I would appreciate you returning the copy to me with the filing information. Should there be any questions, please feel free to call me collect at the above telephone number. Thanking you in advance for your prompt attention to this matter, I am

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Very truly yours, *****35.00 *****35.00

Chary Lynn Harris

Chary Lynn Harris
Legal Assistant

clh
Enclosures

*Name Change
8/6/97
DC*

FILED
97 JUL 31 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT


1. The following provisions of the Articles of Incorporation of BUSCH INTERNATIONAL PRODUCTIONS, INC., a Florida corporation, filed in Tallahassee on the 23rd day of June, 1997, be and they are amended in the following particulars:

Article I, be and it hereby is amended to read as follows:

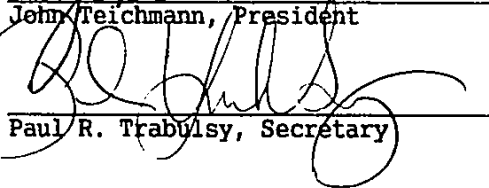
The name of the corporation shall be changed to: BPI FILMS, INC.

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 30th day of July, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 30th day of July, 1997.



John Teichmann, President

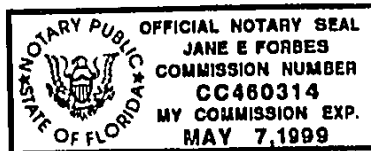


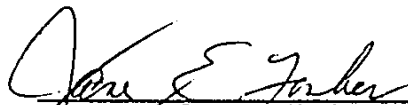
Paul R. Trabulsy, Secretary

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared JOHN TEICHMANN, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of July, 1997.



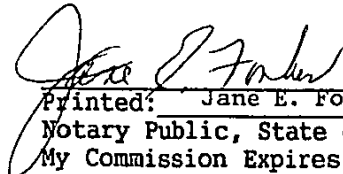


Printed: Jane E. Forbes
Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared PAUL R. TRABULSY, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes herein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th day of July, 1997.


Printed: Jane E. Forbes
Notary Public, State of Florida
My Commission Expires:

