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FILM, MUSIC, TELEVISION, AND LITERARY PUBLISHING REPRESENTATION

ENTERTAINMENT LAW OFFICES

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FILED
97 SEP -2 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 27, 1997

Secretary of State
Division of Corporations
ATTN: Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: **HI HAT FILMS, INC.**
BABY LEGS ENTERTAINMENT, INC.

Enclosed please find Articles of Amendment for the above for profit corporations, together with two checks in the amount of \$35.00 each for filing same.

Thank you for your assistance. Please send confirmation of the filings to:

William L. Whitacre
P. O. Box 947689
Maitland, FL 32794-7689

Very truly yours

William L. Whitacre
William L. Whitacre

WLW/ww

email SHOWBIZLAW@aol.com

AM
RPB
9-2

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

HI HAT FILMS, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed July 9, 1997, assigned document number P97000060145.

FIRST: The name of the corporation is HI HAT FILMS, INC.

SECOND: ARTICLE III is amended as follows:

ARTICLE III PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

2170 Fairmont Circle
Orlando, FL 32837

THIRD: ARTICLE VI is amended as follows:

ARTICLE VI REGISTERED AGENT AND OFFICE

William L. Whitacre
2170 Fairmont Circle
Orlando, FL 32837

FOURTH: ARTICLE VIII is amended as follows:

The corporation shall have two directors initially. The number of directors may be changed from time to time in accordance with the By-Laws, but if directors are elected by the shareholders, the number of directors shall never be less than two. The names and addresses of the directors hereby appointed who shall serve for terms as set forth in the By Laws, are:

Laura L. Beard
Theresa J. Bonta
2170 Fairmont Circle
Orlando, FL 32837

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TALLAHASSEE, FLORIDA

FIFTH: ARTICLE XVII is amended as follows:

ARTICLE XVII OFFICERS

The officers of the corporation, who shall hold office for a term as established in the By Laws, are:

Theresa J. Bonta, President
William L. Whitacre, Secretary
Laura L. Beard, Vice President and Treasurer
2170 Fairmont Circle
Orlando, FL 32837

SIXTH: The Amendments contained herein were adopted by the Board of Directors on Monday August 25, 1997 before the issuance of any shares, without shareholder action and the approval of the shareholders was not required.

Signature _____

WILLIAM L. WHITACRE
Incorporator
Secretary

By the above signature I hereby accept the designation and the duties and responsibilities of Registered Agent.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA