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LAW OFFICES OF
CLIFTON A. LIVINGSTON
PROFESSIONAL ASSOCIATION

201 East Davis Blvd.
TAMPA, FLORIDA 33606

(813) 254-7777
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February 25, 1998

Secretary of State
Division of Corporations
Attention: AMENDMENTS
P.O. Box 6327
Tallahassee, Florida 32314

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-02/27/98--01060--015
*****35.00 *****35.00

**RE: Filing of Article of Amendment and Action By Written
Consent of the Shareholders of Vacation Escape H & P, Inc.**

Dear Sir or Madam:

Please find enclosed the original and one copy of the Article of Amendment and Action By Written Consent Of The Shareholders of Vacation Escape H & P, Inc. along with my client's check in the amount of \$35.00 to the Secretary of State.

Thank your for your assistance in this matter. If you have any questions, please immediately contact me at the above telephone number.

Cordially,



Clifton A. Livingston

FILED
98 FEB 27 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

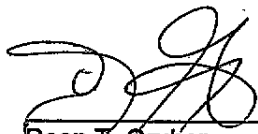
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ARTICLE OF AMENDMENT

We, the undersigned, being the sole shareholders of Vacation Escape H & P, Inc., a corporation organized and existing under the laws of the State of Florida, do hereby take the following action by written consent, pursuant to the provisions of Section 607.134, Florida Statutes:

RESOLVED, that the name of the corporation, Vacation Escape H & P, Inc. shall be changed to Dusty Productions, Inc. as of this date, the corporation shall henceforth be known as Dusty Productions, Inc.

Dated: February 25, 1998.



Dean T. Gruber
Director, President and Shareholder

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this February 25, 1998, by Dean T. Gruber, an individual who has produced Florida Driver's License No. 6016-178-59-0890 as identification and did not take an oath.



Notary Public



Notary's Printed Name

My Commission Expires:



Pamela N. O'Malley
MY COMMISSION # CC693507 EXPIRES
November 2, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
98 FEB 27 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS
OF VACATION ESCAPE H & P, INC.

The undersigned, DEAN T. GRUBER being the sole shareholder of the corporation, VACATION ESCAPE H & P, INC., takes the following action by written consent:

RESOLVED, that the corporation's name shall be changed from VACATION ESCAPE H & P, INC. to DUSTY PRODUCTIONS, INC.

Dated: February 25, 1998



DEAN T. GRUBER
Director, President and Shareholder