

P97000072197

Ashling M. Roche, P.A.

Attorney at Law

Phone (954) 630-8024
Fax (954) 630-0379

January 20, 1998

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FL 32314

600002408856--3
-01/22/98--01078--001
*****35.00 *****35.00

RE: Baller Entertainment, Inc.

Dear Sir/Madam:

Enclosed please find one original and one copy of the Articles of Amendment to Articles of Incorporation of Baller Entertainment, Inc. and a check for Thirty Five Dollars (\$35.00).

The document number assigned to Baller Entertainment, Inc.'s Articles of Incorporation was P97000072197.

If you have any questions or require more information, please call me at (954) 630-8024.

Sincerely,



Elizabeth Pace
for Ashling M. Roche, P.A.
Incorporator
Baller Entertainment, Inc.

EAP

Encl.

NK

VS JAN 23 1998

98 JAN 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED
M 11:49

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BALLER ENTERTAINMENT, INC.**

FILED
98 JAN 22 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article 1 is amended as follows:

The name of this corporation is Big Baller Records & Films, Inc.

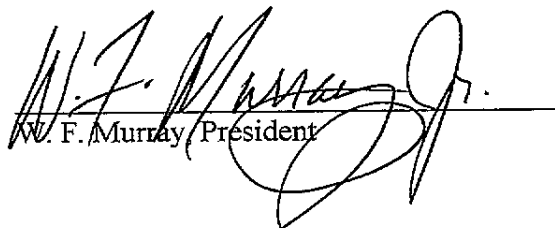
SECOND: Date of amendment's adoption: October 30, 1997.

THIRD: Adoption of Amendment

x The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 30th day of October, 1997.

Signature:


W. F. Murray, President