

11/18/98

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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: THE ART FACTORY PRODUCTIONS, INC.

AUDIT NUMBER.....H98000021586

DOC TYPE.....BASIC AMENDMENT

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DIVISION OF CORPORATIONS

Amendment

11/19/98

EMPIRE CORP

DC

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE ART FACTORY PRODUCTIONS, INC.**

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PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**FIRST:
AMENDMENT ADOPTED:**

1 - THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

LUIS ENRIQUE FIGALLO
PRESIDENT, VICE-PRESIDENT, SECRETARY, TREASURER, DIRECTOR
AND REGISTERING AGENT

PRINCIPAL & MAILING ADDRESS:
8051 NORTH WEST 36TH STREET - SUITE 600
MIAMI, FLORIDA 33166

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION, CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: NOVEMBER 18TH 1998

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

 THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL BY:

(Voting group)

SIGNED THIS 18TH DAY OF NOVEMBER, 1998

THE ART FACTORY PRODUCTIONS, INC.

BY: 

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted the shareholders)

Typed or printed name: LUIS ENRIQUE FIGALLO
Title: INCORPORATOR \ DIRECTOR

PREPARED BY: GUILLERMO UBIETA, JR.
8051 NORTH WEST 36TH STREET SUITE 600 MIAMI, FL. 33166 (305) 597-4511

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**


**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT THE ART FACTORY PRODUCTIONS, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED LUIS ENRIQUE FIGALLO, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF THE ART FACTORY PRODUCTIONS, INC. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 18TH DAY OF NOVEMBER, 1998.


LUIS ENRIQUE FIGALLO
Registered Agent

STATE OF FLORIDA)
COUNTY OF DADE)

FDL# F240-525-48-107-0
exp. 03/27/02

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED LUIS ENRIQUE FIGALLO, FLORIDA, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID THIS 18TH DAY OF NOVEMBER, 1998.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

OFFICIAL NOTARY SEAL
GUILLERMO M UBIETA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC548863
MY COMMISSION EXP. APR 21, 2000

PREPARED BY: GUILLERMO UBIETA, JR.
8051 NORTH WEST 36TH STREET SUITE 600 MIAMI, FL. 33166 (305) 597-4511

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