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TALLAHASSEE, FLORIDA
STATE

Ps 4/14/03
Amend

Playboyzz of The Palm Beaches, Inc.

April 2, 2003

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

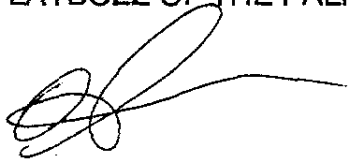
Re: Articles of Amendment to Articles of Incorporation
PLAYBOYZZ OF THE PALM BEACHES, INC.

Enclosed you will find check in the amount of \$35.00 which pays the Amendment filing fee, and certified copy of the Amended Articles of Incorporation for the above mentioned company.

Should you have any questions, please feel free to contact our office.

Sincerely yours,

PLAYBOZZ OF THE PALM BEACHES, INC.



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PLAYBOYZZ OF THE PALM BEACHES, INC.

(present name)

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

FIRST: Amendment (s) adopted: (indicate article number(s) being amended, added, or deleted)

ARTICLE V – DIRECTORS

DELETE CURRENT OFFICER/DIRECTOR: OSWALDO ARISTY
818 WATER WAY VILLAGE CT.
WEST PALM BEACH, FL 33413

ADD NEW OFFICER/DIRECTOR: LAZARO SALDANA
1416 RANGE CT.
WEST PALM BEACH, FL 33415

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: FEBRUARY 1, 2003

FOURTH: Adoption of Amendment (s) (CHECK ONE)

- The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.
- The amendment (s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group 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

- The amendment (s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment (s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 2nd day of April, 20 03.

Signature _____

(By the chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Oswaldo Acisty
Typed or printed name

Director
Title