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BASIC AMENDMENT

MIAMI ARTWORKS, INC.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
MIAMI ARTWORKS, INC.**

**FILED**  
**JUN - 8 PM 4:55**  
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**TALLAHASSEE, FLORIDA**

The undersigned, being a natural person competent to contract, does hereby make, subscribe and file these Articles of Amendment to the Articles of Incorporation of MIAMI ARTWORKS, INC., a Florida corporation pursuant to Section 607.1006 of the Florida Business Corporation Act:

1. The name of the corporation is MIAMI ARTWORKS, INC. (the "Company"), bearing Document Number P98000032944.
2. Pursuant to Written Consent, the Sole Director of said Corporation approved the amendment to the Corporation's Articles of Incorporation as follows:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation shall be:

**SOUTHERN ARTS MANAGEMENT CORPORATION**

The foregoing amendment was adopted pursuant to Written Consent of the Sole Director and Unanimous Written Consent of the Shareholders of the Corporation, dated May 31, 2000, in accordance with Sections 607.0821 and 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of the 31st day of May, 2000.

  
By Ellie Schneiderman, President

ALAN H. BASEMAN, ESQ., FLA BAR #561347  
Atlas Pearlman, P.A.  
350 East Las Olas Boulevard, Suite 1700  
Fort Lauderdale, Florida 33301  
Phone No.: (954) 763-1200

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