

P98000082948

HYPOLUXO PICTURES, INC.

7978 Ambleside Way
Lake Worth, FL 33467

PH: 561-963-8112

August 11, 2000

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*****35.00 *****35.00

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

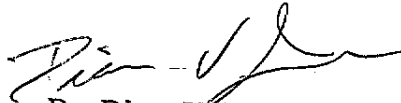
Re: Amendment to Articles of Incorporation

Enclosed herewith are the following:

1. Original Amendment to Articles of Incorporation of Hypoluxo Pictures, Inc., changing the number of share of common stock from 100 to 1 million.
2. Check in the amount of \$35.00 to cover the fee for filing of this Amendment.

Thank you.

Hypoluxo Pictures, Inc.


By: Diane V. Jacques
President

DVJ/bj

FILED
00 AUG 14 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS AUG 22 2000

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

FILED
00 AUG 14 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HYPOLUXO PICTURES, INC.

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: Article IV of the Articles of Incorporation of Hypoluxo Pictures, Inc., are hereby amended as follows:

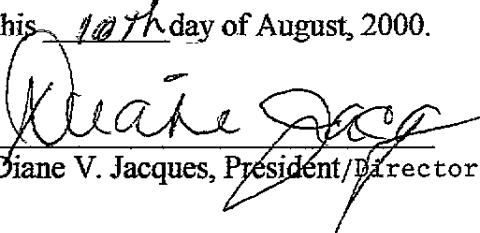
This corporation is authorized to issue One Million Shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

SECOND: This Amendment shall be adopted effective August 1, 2000

THIRD: This Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 10th day of August, 2000.

By: _____


Diane V. Jacques, President/Director