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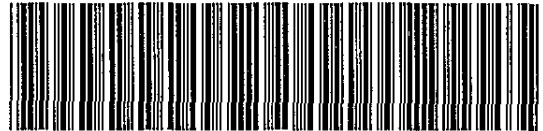
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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Cameron, Davis & Gonzalez, P.A.

A T T O R N E Y S   A T   L A W

ONE CLEARLAKE CENTRE, SUITE 1601  
250 AUSTRALIAN AVENUE SOUTH  
WEST PALM BEACH, FLORIDA 33401

TELEPHONE (561) 659-5522  
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GLENN S. CAMERON  
RICHARD T. DAVIS  
ORLANDO GONZALEZ

THOMAS DECARLO  
DEIRDRE E. BRETT

JAMES A. MORTON JR.  
DIRECTOR

January 6, 2003

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

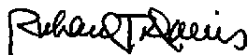
Re: A & D Entertainment, Inc.

Dear Sir/Madam:

Several weeks ago our client, A & D Entertainment, forwarded the appropriate paperwork and funds to the Division of Corporations to reinstate its corporation that had been administratively dissolved (see enclosed copy of Corporation Reinstatement). My client was informed that another corporation had been formed using the name "A & D Entertainment, Inc." while my client was dissolved and that they needed to amend their articles and change their name. They have done that and I have enclosed the Articles of Amendment and our firm's check for filing. Your office is holding the Corporation Reinstatement and check awaiting receipt of the Articles of Amendment.

Thank you for your assistance and please call me if you have any questions.

Sincerely yours,



Richard T. Davis

RTD/sp

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
A & D ENTERTAINMENT, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article One of the articles of incorporation of A & D ENTERTAINMENT, INC. was amended by the corporation's board of directors on July 30, 2002. The corporation is filing these articles of amendment to articles of incorporation pursuant to Florida statutes.

1. The name of the corporation is A & D ENTERTAINMENT, INC.
2. Article One of the articles of incorporation of A & D ENTERTAINMENT, INC. was amended as follows:

The name of the corporation shall be A & D ENTERTAINMENT OF THE PALM BEACHES, INC.

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on July 30, 2002. Shareholder approval was not required.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on July 30, 2002

  
\_\_\_\_\_  
Christopher Marrero, Director