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**BASIC AMENDMENT**

**PARADIGM ARTIST MANAGEMENT, INC.**

Certificate of Status	0
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*Amend*  
S. PAYNE DEC 20 2000

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PARADIGM ARTIST MANAGEMENT, INC.**

Under the provisions of F.S. 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment adopted: Election of Vice President Olga Sinitsina

The date of the amendment's adoption: December 19, 2000.

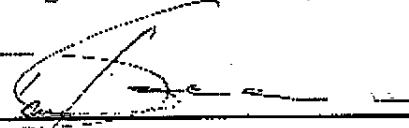
**SECOND:** Amendment adopted: Olga Sinitsina to purchase all outstanding shares owned by Daniel Kolchikov for the sum of one dollar.

The date of the amendment's adoption: December 19, 2000.

**THIRD:** Adoption of Amendment:

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed on December 19, 2000.

  
Daniel Kolchikov,  
8895 North Military Trail, Suite 202B  
Palm Beach Gardens, Florida 33410

Chairman of the Board of Directors

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