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NEW FILINGS	AMENDMENTS	e e e e e e e e e e e e e e e e e e e		
Profit	Amendment	00		
NonProfit	Resignation of R.A., Office	r/Director	02/19/9901 *****70.00	*****35.00
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ARTICLES OF AMENDMENT

SECRETARY OF STATE

TO

ARTICLES OF INCORPORATION

OF

BOCA ART STUDIOS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

Greta Lambert

Vice-President:

Christopher Jelavic and Stefan Illigasch

Secretary:

Greta Lambert

Treasurer:

Stefan Illigasch

SECOND:

Article 5 shall be amended to state:

President:

Christopher Jelavic

Vice-President:

Greta Lambert and Stefan Illigasch

Secretary:

Greta Lambert

Treasurer:

Stefan Illigasch

whose addresses shall be the same as the principal address of the Corporation.

THIRD:

The date of the adoption of this amendment is the 11 January 1999.



FOURTH: The amendment was adopted by the Board of Directors. No Shareholder

action was required for adoption.

FIFTH: This amendment shall be effective upon the filing with the Secretary of State

of Florida.

Signed this 11 January 1999.

ARTAMEND.PRES

Christopher Jelavic, Chairman of the Board

of Directors