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TALLAHASSEE, FLORIDA

ATTORNEY AT LAW
ROBERT E. WIGGINS
R. EDWARD WIGGINS, P.A.

13799 PARK BOULEVARD N. #254
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March 5, 2004

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

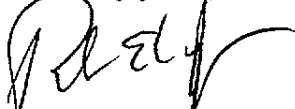
RE: B/M STUDIOS, INC.
Articles of Amendment

Dear Sirs:

Enclosed please find original Articles of Amendment for the above-referenced corporation. Also enclosed is check #1105 made payable to Department of State in the amount of Thirty Five Dollars (\$35.00). Please return the certified copy to me at the address shown above.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



ROBERT E. WIGGINS

REW.atm
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

B/M STUDIOS, INC.

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned director, officers and shareholders of B/M STUDIOS, INC., pursuant to the Florida Business Corporations Act, do hereby adopt, affirm, ratify and restate the following Articles of Amendment:

ARTICLE I

NAME

The name of this Corporation shall be BAUER MARTINEZ STUDIOS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

801 West Bay Drive
Suite #800
Largo, Florida 33770

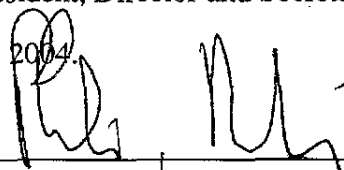
**ARTICLE V(A)
OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

| OFFICE | NAME AND ADDRESS |
|---|--|
| Chief Executive Officer President Secretary | Philippe Martinez 8 Woodstock Road Chiswick W41VE UK |
| Chief Operating Officer Treasurer | Karinne Nave 801 West Bay Drive Suite #800 Largo, Florida 33770 |

These amended Articles have been adopted by the shareholders and director of the Corporation on the 12th day of February, 2004.

IN WITNESS WHEREOF, the President, Director and Secretary have hereunto affixed his signature on this 12th day of February, 2004.


 PHILIPPE MARTINEZ, Director and President
 As Authorized Agent of Shareholder Cassis Holding, Inc.


 KARINNE NAVE, Shareholder


 STEPHANIE MARTINEZ, Shareholder