P99000002747

CARTOON ANIMATION, INC

HEREN DE LIMA OLIVEIRA, PRESIDENT PA (305) 785 3390

ADD: 7601 E TREASURE DR. # 2316 MIAMI BEACH FL 33141

> -300002827273 -7 -04/01/99--01117--003 ******35.00 ******35.00

> > 99 APR - I PH 1: 02

1-9-99 4-9-99

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

CARTOON	AMIMATION (present name)	1 11/6	(P9900000 2747)
Pursuant to the provisions of section 60 the following articles of amendment to its	07 1006. Florida Statutes,	this Florida į ı:	profit corporation adopts

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE Y

PEREIRA HAS REMOVED FROM THE BOARD OF DIRECTORS AND A DIRECTOR OF THE CORPORATION.

THE DRINCIPAL PLACE OF BUSINESS AND THE ARTICLE J MAILING ADDRESS IS: 7601 E TREASURE DR \$ 2316 HIAMI BEN FL

If an amendment provides for an exchange, reclassification or cancellation of issued 33141 shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption:

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

. *	The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
S	Signed this <u>25</u> day of MARCH, 19 99.
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	HELEH DE LIMA OLIVEIRA. Typed or printed name
	PRESIDENT Title

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