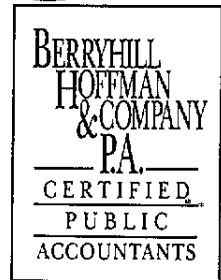


P99000013636



May 27, 1999

Corporate Records Bureau
Division of Corporations
Department of State
PO BOX 6327
Tallahassee, FL 32314

RE: PRODUCTION 2, INC.

Dear Madam or Sir:

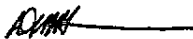
I am enclosing the original and one copy of the Articles of Amendment regarding the above, together with a check made payable to the Department of State in the amount of \$43.75 for payment as follows:

Filing Fee	- \$35.00
Certified Copy	<u>8.75</u>
Total	<u>\$43.75</u>

Upon your approval and the filing of the Articles of Amendment please certify a copy and return the same to me in the enclosed self-addressed stamped envelope.

Thanking you in advance for your assistance.

Sincerely,



DAVID M. HOFFMAN, C.P.A.

300002889573--5
-05/28/99--01064--003
*****43.75 *****43.75

N/C

V. SHEPARD JUN 8 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
99 MAY 28 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRODUCTION 2, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

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

ARTICLE I - Name is hereby changed to PRODUCTION - PRODUCTION, INC.

SECOND: The date of each amendment's adoption: MAY 27, 1999.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 27 day of MAY, 1999.

Signature



LAWRENCE WRIGHT

Type or Printed name

PRESIDENT

Title