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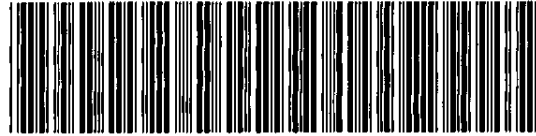
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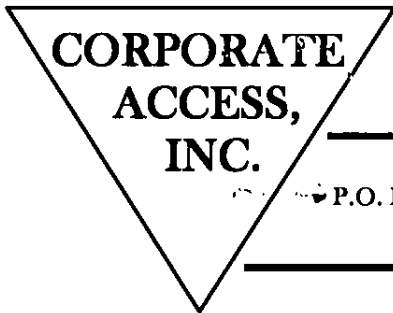
Amend

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Amendment

1.

Theater Xtreme Entertainment Group, Inc.
(CORPORATE NAME AND DOCUMENT #)

799-35001

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THEATER XTREME ENTERTAINMENT GROUP, INC.
Document Number P99000035001**

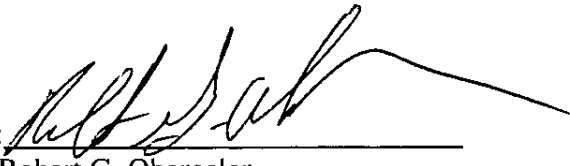
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Pursuant to the provisions of section 607.1006, Florida Statutes, Theater Xtreme Entertainment Group, Inc., a Florida Profit Corporation, adopts the following amendment (the "Amendment") to its Articles of Incorporation:

1. The name of the corporation is Theater Xtreme Entertainment Group, Inc.
2. Paragraph 1 of Article III, "Capital Stock", shall be deleted and the following shall appear in its place:

"1. 100,000,000 shares of Common Stock, \$0.001 par value; and"
3. The Amendment was adopted on April 21, 2008.
4. The Amendment was approved by the shareholders. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

Signed this 28th day of May 2008.

By: 
Robert G. Oberosler,
Chief Executive Officer