

P99000038285

Marsh, Keaton, Schuh, MacIntosh, Bursa & Kaplan

*Attorneys at Law
A Partnership of Professional Associations*

*Brian M. Bursa, P.A.
Bruce S. Kaplan, P.A.
Karen S. Keaton, P.A. †
Victoria E. MacIntosh, P.A.
Myron J. Marsh, P.A.
Carl A. Schuh, P.A.*

Direct Telephone and Facsimile numbers for Carl A. Schuh:
Telephone (727) 822-4131 Facsimile (727) 550-0893

111 - 2nd Avenue NE, Suite 610
Post Office Box 1274
St. Petersburg, Florida 33731-1274
Telephone: (727) 822-2200
Facsimile: (727) 822-1985

May 21, 1999

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

99 MAY 24 AM 9:13
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: PUSS AND BOOTS PRODUCTIONS, INC.
Document Number P99000038285
Articles of Amendment

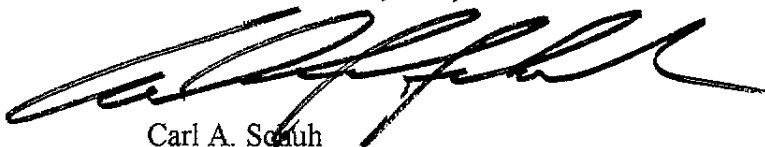
Dear Ladies and Gentlemen:

I am enclosing an original and a duplicate of the Articles of Amendment for the referenced new Florida Corporation, together with a check payable to the Department of State for the Filing Fee of \$ 35.00.

Please date stamp and return the duplicate articles to me

900002884639-3
-05/24/99-01147-009
*****35.00 *****35.00

Sincerely,
CARL A. SCHUH, P.A.,



Carl A. Schuh
For the Firm

CAS/id
Encls

*Ann your Authorization to
delete "Initially" and "Initial"
6/2 JB*

Amend

JB

6-3-99

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
PUSS AND BOOTS PRODUCTIONS, INC.**

FILED
99 MAY 24 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned being the incorporator named in the Articles of Incorporation of the above-named corporation, which was incorporated on April 23, 1999 as Document Number P99000038285, adopt the following Amendment to the said Articles of Incorporation pursuant to §607.1005, Florida Statutes.

This is an Amendment adopted before issuance of shares and no shareholder action was therefore required.

The Text of the Amendment is as follows:

INITIAL BOARD OF DIRECTORS

This corporation shall have Four (4) Directors, ^{7f}~~initially~~. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The ~~initial~~ Directors of this corporation shall be: BRUCE BLAINE, ANNE HILF, GHENE MAUPIN, and JAMES DEMETRIOS.

This Amendment shall be effective as of the original filing of the Articles of Incorporation, April 23, 1999.

In Witness Whereof, the undersigned, being the Incorporator of this corporation, executes these Articles of Amendment.

DATED this 21 day of May, 1999.


CARL A. SCHUH