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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 Phone: (305)599-0839 Fax Number: (305)716-0346 99 JUN 18 PM 4: 39
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

BASIC AMENDMENT

TRIBUTE CHARTER CORP.

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Certificate of Status	0
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D. CONNELL JUN 2 1 1999

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION **OF**

Tribute	Charter	Corp.

(present name)

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 changed to: Idle Hands Entertainment Inc.

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

Prepared by: Pack Johnson Financial Management 9 SW 13th Street

Fort Lauderdale FL 33315

(954) 760--0404

THIRD: The date of each amendment's adoption: 5/21/99
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
voting group
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 action was not required.
Signed this 17 day of June 1999 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)
ANDREW URQUHART
Typed or printed name
PRESDENT PRESDENT
Title