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AMERILAWYER®

Other

CR2E031(10/92)

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Examiner's Initials

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

FILED PH 4: 53
SECRETARY OF STATE
TALLAMASSEE, FLORIDA

EROTICA-FANTASY.COM, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

Andy Setiadi

Secretary:

Andy Setiadi

Treasurer:

Andy Setiadi

SECOND:

Article 5 shall be amended to state:

President:

Andy Setiadi

Vice-President:

Stanley G. Francois-Aime

Secretary:

Andy Setiadi

Treasurer:

Andy Setiadi

whose addresses shall be the same as the principal address of the Corporation.

The date of the adoption of this amendment is the 28 June 1999. FIFTH:

The amendment was adopted by the Board of Directors. No Shareholder action was SIXTH:

required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of

Florida.

Signed this 28 June 1999.

Andy Setiadi, Chairman of the Board of

Directors