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LEE MAX ROTHMAN, P.A.  
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TELEPHONE (561) 241-5500 FAX (561) 241-5509

January 27, 2000

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-01/28/00--01075--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment

Dear Sirs:

Enclosed please find one original and one copy of the Articles of Amendment to the Articles of Incorporation of Aerial's Gymnastics Training Center, Inc. Said Articles of Amendment are being filed to change the name of the corporation to **DREAMWORK GYMNASTICS, INC.** Also enclosed herewith is our firm's check in the amount of \$35.00, representing your fee for said filing.

Kindly forward to our office a stamped copy of the Articles of Amendment by using the self-addressed stamped envelope provided herewith.

If you have any questions regarding the above, please contact our office immediately.

Very truly yours,

*Allison Elya*

Allison Elya  
Legal Secretary to  
Lee Max Rothman

/ame  
Enclosures

FILED  
00 JAN 28 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
AERIALS GYMNASTICS TRAINING CENTER, INC.

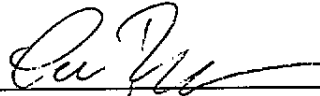
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: The name of this corporation at time of incorporation was Aerial's Gymnastics Training Center, Inc.
- SECOND: The name of this corporation shall be changed to **DREAMWORK GYMNASTICS, INC.** Henceforth, all business and dealings of the corporation shall be conducted under the name of **DREAMWORK GYMNASTICS, INC.**
- THIRD: The date of said Amendment shall be contemporaneous herewith.
- FOURTH: The Amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to the same reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Amendment to The Articles of Incorporation, this 27 day of January, 2000.

  
\_\_\_\_\_  
Lee Max Rothman, Esquire  
Incorporator of Aerial's Gymnastics Training  
Center, Inc.