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HOWARD A. CAPLAN

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February 28, 2000

Division of Corporations
Secretary of State
State Of Florida
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Brad Coriell Studios, Inc. along with the statement of registered agent and check for the appropriate fee.

Sincerely,



Howard A. Caplan

FILED
00 FEB 29 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAC/mt
enclosures

NC
OK
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BRAD CORIELL STUDIOS, INC.

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

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00 FEB 29 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST:

Amend Article I of the initial Articles of Incorporation of the corporation to: The name of the corporation shall be Coriell Studios, Inc.

SECOND:

All certificates of shares of stock in Brad Coriell Studios, Inc. shall be returned to the corporation for exchange. The corporation shall issue replacement shares of stock in the new corporate name, Coriell Studios, Inc. Such certificates of shares of stock shall be issued within twenty days of receipt and shall be issued for the same number of shares as indicated by the surrendered certificates of shares of stock.

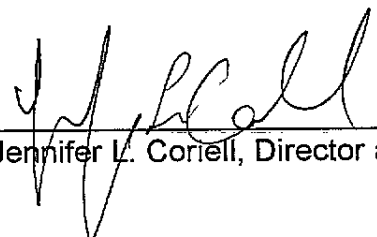
THIRD:

These Amendments were adopted on February 15, 2000.

FORTH:

These Amendments were adopted by the board of directors without shareholder action, shareholder action not being required.

Signed this 22 day of FEBRUARY, 2000.



Jennifer L. Coriell, Director and President