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S64008

August 2, 2000

Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700003355547--8
-08/14/00--01102--001
***585.00 ***35.00

Re: Victoria Agency and Production, Co.

Dear Sirs:

Enclosed please find a Uniform Business report, an amendment to the articles of incorporation and a copy of the amendment for the above-mentioned company and a self-addressed stamped envelope. Please send a file-stamped copy of the amendment back to my attention in the self-addressed envelope. Also enclosed please find a check for \$585.00. \$550.00 is for the state filing fee and \$35.00 is for the amendment fee. If you have any questions, please contact me at your earliest convenience.

Sincerely,

Thomas E. Pryor, Jr.
Thomas E. Pryor, Jr.

Thomas Pryor, Jr.
AUTHORIZATION BY PHONE TO
CORRECT *New Name/old Name/officer title*
DATE *8-16-00*
DOC. EXAM. *DC*

Name Change
08-16-00
DC

FILED
00 AUG -3 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF**

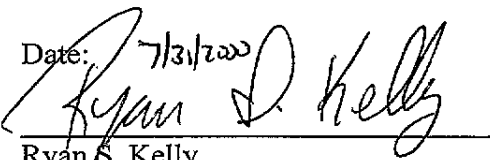
VICTORIA AGENCY AND PRODUCTION COMPANY

Pursuant to the provisions of Florida Statutes Section 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

1. The name shall change from Victoria Agency and Production Company to **Victoria Agency International, Inc.**
2. The text of each amendment as adopted is as follows:
In an effort to keep up with the changes of the company and reflect that is it more than just a production company, the name of the company shall change from Victoria Agency and Production Company to **Victoria Agency International, Inc.**
The mailing address shall also change and that address is now P.O. Box 547732, Orlando, Florida 32854-7732.
3. The date of adoption of each amendment was Monday, July 25, 2000.
4. Each amendment was adopted by:
Shareholder action. The company has fewer than 35 shareholders and the board of directors was noticed of the changes to be made.
5. These amendments will be effective upon filing

Date:

7/31/2000


Ryan S. Kelly

Director/ President

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00 AUG -3 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA