

S 97147

Tricom Pictures & Productions, Inc.

2001 W. Sample Rd. Suite 101
Pompano Beach, FL 33064
Phone 954-969-1010
Fax 954-969-1297

May 31, 2002

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

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-06/05/02-01039-018
*****35.00 *****35.00

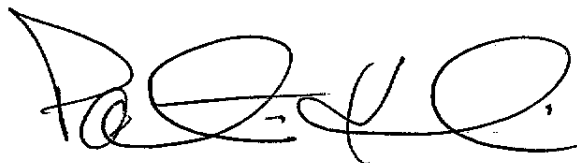
RE: Tricom Pictures & Productions, Inc.

Dear Sir or Madam:

Enclosed herewith is the original Articles of Amendment to Articles of Incorporation of Tricom Pictures & Productions, Inc. a check in the amount of \$35.00 and a self addressed pre-paid envelope. Thank you for your attention to this matter.

Should you have any questions please do not hesitate to contact me.

Sincerely,



PATRICIA KLEIN, ESQ.
Resident Agent

PK:mv

FILED
02 JUN -5 PM 3:53
CLERK OF STATE
TALLAHASSEE, FLORIDA

PS 6/11/02
Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRICOM PICTURES & PRODUCTIONS, INC.

FILED
02 JUN -5 PM 3: 53
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

Mark Alfieri resigns as Director, President and Treasurer effective immediately.

Jack Levine resigns as Director, Vice President and Secretary effective immediately.

Article VI of the Articles of Incorporation is hereby amended to read as follows:

ARTICLE VI

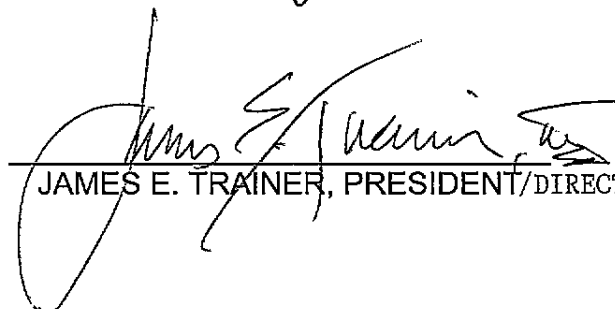
Tricom Pictures & Productions, Inc. designates James E. Trainer as the President and Director of Tricom Pictures & Productions, Inc. and the address of the director of the corporation shall be:

**James E. Trainer
2001 W. Sample Road, Ste. 101
Pompano Beach, FL 33064**

SECOND: The date of each Amendment's adoption is May 24, 2002.

THIRD: The Amendments were adopted by the director without shareholder action and shareholder action was not required.

Signed this 30th day of May, 2002.



JAMES E. TRAINER, PRESIDENT/DIRECTOR