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November 2, 1999

VIA FEDERAL EXPRESS

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

REPLY TO:

Miami

Re: Grits & Grunts, Inc.
File No. 93-1090

600003033956--2
11/03/99-01057-005
*****43.75 *****43.75

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Amendment to Articles of Incorporation of Grits & Grunts, Inc., a Florida corporation. Also enclosed is a check made payable to the Department of State in the amount of \$43.75 for payment of the filing and certified copy fees.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA

Judy Wikel Baxter

Judy Wikel Baxter, CLA
Certified Legal Assistant

/jwb
Enclosures

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Nikmanc
11-3-99
*cert copy

99 NOV -3 AM 11:43

FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GRITS & GRUNTS, INC.

1. The name of the corporation is Grits & Grunts, Inc. (the "Corporation").
2. The Corporation's Articles of Incorporation are hereby amended as follows:
 - (a) Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

"ARTICLE I - NAME

The name of the corporation is NRV PRODUCTIONS, INC."

- (b) Article X of the Articles of Incorporation of the Corporation is added as follows:

"ARTICLE X - OFFICERS"

The names and titles of the officers are:

Janet Van Aken
Norman Van Aken

President/Secretary/Treasurer
Vice President"

3. These Articles of Amendment were adopted on the 25 day of OCTOBER, 1999, by the Corporation's shareholders with a sufficient number of votes to approve the same in accordance with the Corporation's Articles of Incorporation and Bylaws and with Section 607.1003 of the Florida Business Corporation Act.


FILED
NOV - 3 AM 11:43
CLERK OF DISTRICT COURT
JANET VAN AKEN

IN WITNESS WHEREOF, Janet Van Aken, President of the Corporation, has caused these Articles of Amendment to be executed on this 25 day of OCTOBER, 1999.

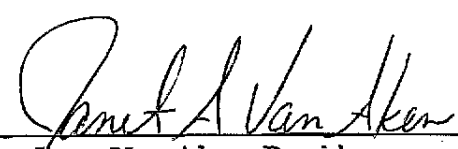
WITNESS:

Sign:

Print:


Sylvia Gullen

By:


Janet Van Aken, President