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File Number 5700-809-1

RECEIVED
JUN 10 1997
STATE OF ILLINOIS
SECRETARY OF STATE
SPRINGFIELD, ILLINOIS

State of Illinois
Office of
The Secretary of State

Whereas,

ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF

ANGLE VIDEO PRODUCTIONS, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 10TH
day of JUNE A.D. 19 97 and of
the Independence of the United States the two
hundred and 21ST



George H Ryan

97488656

Secretary of State

250

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Property of Cook County Clerk's Office

Dan Karpis, 1898
1410 W. Adams St. # 204
Cook Ridge, IL 60604

(Rev. Jan. 1995)

File # 5700-809-1

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

FILED

SUBMIT IN DUPLICATE

JUN 16 1997

GEORGE H. RYAN
SECRETARY OF STATE

This space for use by
Secretary of State

Date 6-10-97

Franchise Tax \$

Filing Fee* \$25.00

Penalty \$

Approved: *[Signature]*

Remit payment in check or money
order, payable to "Secretary of State."

The filing fee for restated articles of
amendment - \$100.00

<http://www.sos.state.il.us>

1. CORPORATE NAME: ANGLE VIDEO PRODUCTIONS, INC. (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on MAY 5, 1997

19 97 in the manner indicated below. ("X" one box only)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

ANIMEDIA PRODUCTIONS, INC.

(NEW NAME)

97488666

All changes other than name, include on page 2
(over)

COOK COUNTY
RECORDER
JESSE WHITE
SKOKIE OFFICE

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: (If not applicable, insert "No change")

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NO CHANGE

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

NO CHANGE

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

NO CHANGE

97433616 Property of Court Clerk's Office

Before Amendment After Amendment

Paid-in Capital

\$ 100- \$ 100-

(Complete either Item 6 or 7 below. All signatures must be in BLACK INK.)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated MAY 5, 1997

ANIMEDIA PRODUCTIONS, INC.
(Exact Name of Corporation at date of execution)

attested by [Signature] (Signature of Secretary or Assistant Secretary)

by [Signature] (Signature of President or Vice President)

MICHAEL KUPPERMAN, Secretary
(Type or Print Name and Title)

MICHAEL KUPPERMAN, President
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, 19 ____

