

107

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF AMENDMENT

of

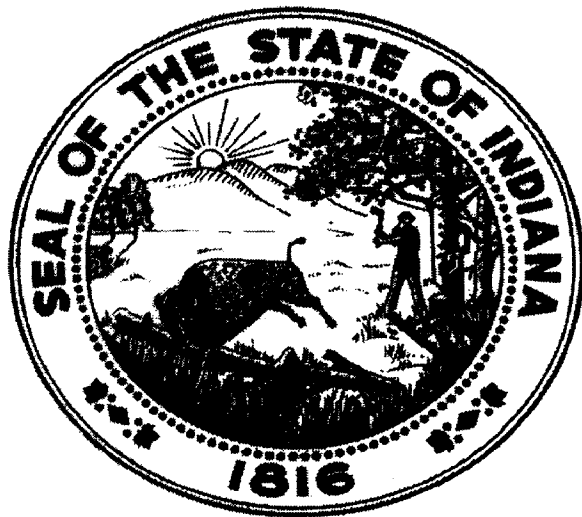
FANIMATION DESIGN & MFG., INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

FANIMATION, INC.

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, April 06, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, April 6, 2004.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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REEL: 003344 FRAME: 0233

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INDIANA SECRETARY
OF STATE

2004 APR -6 PM 3: 58

APPROVED
AND
FILED

Paul Roberts
IND. SECRETARY OF STATE

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
FANIMATION DESIGN & MFG., INC.**

The undersigned officer of Fanimation Design & Mfg., Inc. (the "Corporation"), existing pursuant to the provisions of the Indiana Business Corporation Law, as amended (the "Act"), desiring to give notice of corporation action effectuating the amendment of the Corporation's Articles of Incorporation, certifies the following facts:

ARTICLE I
AMENDMENT

SECTION 1. The date of the incorporation of the Corporation is: March 20, 1996.

SECTION 2. The name of the Corporation following this amendment of its Articles of Incorporation is **FANIMATION, INC.**

SECTION 3. The exact text of **Article I** of the Corporation's Articles of Incorporation is amended to read as follows:

ARTICLE I

Name

The name of the Corporation is Fanimation, Inc.

ARTICLE II
MANNER OF ADOPTION AND VOTE

SECTION 1. Action by the Board of Directors. The Board of Directors of the Corporation duly adopted a resolution proposing to amend the terms and provisions of Article I of the Articles of Incorporation.

The resolution was adopted by written consent executed the 26 day of MARCH, 2004, and signed by the sole Director of the Corporation.

SECTION 2. Action of Shareholders. The Shareholders of the Corporation entitled to vote in respect of the Articles of Amendment adopted the proposed amendment. The amendment was adopted by written consent executed the 26 day of MARCH, 2004, and signed by all the Shareholders.

SECTION 3. Compliance with Legal Requirements. The manners of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify subject to the penalties of perjury that the facts contained herein are true this 26 day of MARCH, 2004.

By: Thomas C. Frampton
Thomas C. Frampton, President

This instrument prepared by Dwayne C. Isaacs, Attorney at Law, BINGHAM MCHALE LLP, 2700 Market Tower, 10 W. Market Street, Indianapolis, IN 46204; Telephone (317) 635-8900.

INDIANA SECRETARY OF STATE

RECEIPT

Receipt Number : 1291705

Payment Entry Number : 252825

INDIANA SECRETARY OF STATE
BUSINESS SERVICES DIVISION
302 West Washington Street, Room E018
Indianapolis, IN 46204
(317) 232-6576

**BINGHAM MCHALE LLP
2700 MARKET TOWER
10 WEST MARKET STREET
INDIANAPOLIS, IN 46204**

Receipt Date: 04/08/2004

Receipt Status: Closed

The following details your transaction(s) with the Secretary of State's Office :

Payment Submitted:

Payor	Payment Type	Reference	Comment	Amount
BINGHAM MCHALE LLP	Check/ MO	12721		\$30.00
Total Amount :				<u>\$30.00</u>

Transactions posted to this receipt:

Entity Name	Type of Filing	Amount
FANIMATION, INC.	For-Profit Domestic Corporation : Articles of Amendment	\$30.00
Total Amount :		<u>\$30.00</u>