



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RECEIVED
NOV 9 2000
CORPORATIONS DIVISION

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

HOT SHOTS PHOTOGRAPHY, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is HOT SHOTS PHOTOGRAPHY, INC.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on NOVEMBER 1, 2000, 19 , in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]
(If additional space is required, please list on separate attachment)

The name of the corporation shall be changed to Graystone Studios, Ltd.

3. The number of shares of the corporation outstanding at the time of such adoption was 200; and the number of shares entitled to vote thereon was 200.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none") NOT APPLICABLE

Class

Number of Shares

FILED

NOV 9 2000

By [Signature] #9
253590

5. The number of shares voted for such amendment was 200 and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none") NOT APPLICABLE

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

NO CHANGE

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

NO CHANGE

9. Date when amendment is to become effective: IMMEDIATELY
(not more than 30 days after the filing of these Articles of Amendment)

Dated 11/1/2000, 19

HOT SHOTS PHOTOGRAPHY, INC.

By [Signature]
PERRY DAY

Its President ~~XXXXXX~~

and [Signature]
DINA DAY

Its Secretary ~~XXXXXX~~

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In PAWTUCKET, RI, on this 1st day of November, 2000, personally appeared before me PERRY DAY and DINA DAY, who being by me first duly sworn, declared that ~~he/she~~ ^{they} is ~~the~~ ^{they} President & Secretary of HOT SHOTS PHOTOGRAPHY, INC. and that ~~he/she~~ ^{they} signed the foregoing document as President & Secretary of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public

My Commission Expires: ALBERT A. CHIORE

NOTARY PUBLIC

My Commission Expires: June 21, 2001