

A0563102

145 3701
CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
GELULA & CO., INC.

FILED
In the office of the Secretary of State
of the State of California

APR 10 2001


BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of GELULA & CO., INC., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:


"I

The name of this corporation is S.D.I. Media USA Inc."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 24,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: April 3, 2001.



Barry Perlstein, President



Scott Rose, Secretary