



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$15.00

Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512
Telephone: (617) 727-9640

Articles of Amendment

(General Laws, Chapter 180, Section 7)

Federal Employer Identification Number: 000826508 (must be 9 digits)

We, PAUL ALDRED X President ___ Vice President,

and DEBRA ALDRED X Clerk ___ Assistant Clerk ,

of UNITED FAN CON, INC.
located at: 26 DARRELL DR. RANDOLPH , MA 02368 USA

do hereby certify that these Articles of Amendment affecting articles numbered:

___ Article 1 X Article 2 ___ Article 3 ___ Article 4

(Select those articles 1, 2, 3, and/or 4 that are being amended)

of the Articles of Organization were duly adopted at a meeting held on 10/2/2005 , by vote of: 2 members, 0
directors, or 0 shareholders,
being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case
of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote
therein):

ARTICLE I

The exact name of the corporation, as amended, is:
(Do not state Article I if it has not been amended.)

UNITED FAN CON, INC.

ARTICLE II

The purpose of the corporation, as amended, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

IT IS THE PRIMARY PURPOSE OF UNITED FAN CON INC TO EDUCATE AND ENRICH THE LIVES
OF THE GENERAL PUBLIC IN ALL AREAS OF POP CULTURE, ANIME, GAMES AND SCIENCE
AND TECHNOLOGY AND ANY RELATED SUBJECTS USING MEDIA, LITERATURE, ARTWORK,
FILMS, THEATER, RADIO, TELEVISION, SOUND AND VIDEO RECORDINGS, COMPUTER
SOFTWARE, AND ALL OTHER MEDIA EXISTING NOW OR IN THE FUTURE.

ARTICLE III

A corporation may have one or more classes of members. As amended, the designation of such classes, the manner
of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the
members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE IV

As amended, other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

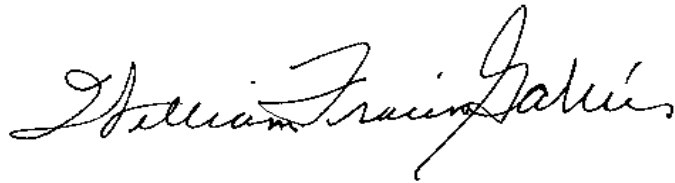
The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later Effective Date:

**Signed under the penalties of perjury, this 5 Day of January, 2009, PAUL ALDRED , its , President / Vice President,
DEBRA ALDRED , Clerk / Assistant Clerk.**

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth