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LAW OFFICE OF
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June 28, 2001

TO:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

~~600004456626-7~~

Dear Amendment Section:

~~*****52.50 *****52.50~~

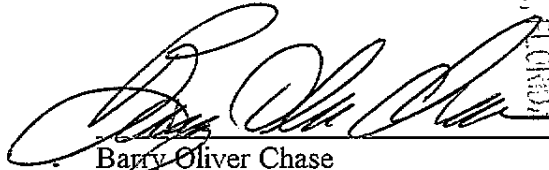
Please find enclosed the following:

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- Fully executed Articles of Amendment (including change of Registered Office and Registered Agent) to the Articles of Incorporation of Music Times Recording Studio & Distribution, Inc. (Document Number 01000029494);
- The corporation's check in the amount of Fifty Two Dollars and 50 Cents (\$52.50), representing the \$35 Filing Fee and payment for two (2) certified copies of the Amendment, one copy each to be mailed to the new Registered Office address (Music Times Records, Inc., 6306 Pembroke Road, Miramar, FL 33023) and the new Registered Agent address (Law Office of Barry Oliver Chase, P.A., One S.E. 3rd Ave., Suite 1860, Miami, FL 33131).

I thank you for your prompt attention to this matter.

Yours truly,


Barry Oliver Chase

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Chase GAVE

AUTHORIZATION BY PHONE TO:
CORRECT principal place of business
DATE _____

Amend re
T. LEWIS JUL 11 2001

DOC. EXAM. ~~7~~ JUL 11 2001

**ARTICLES OF AMENDMENT
(INCLUDING CHANGE OF REGISTERED OFFICE And REGISTERED
AGENT)
TO
ARTICLES OF INCORPORATION
OF**

**Music Times Recording Studio & Distribution, Inc.
(Document Number P01000029494)**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

At a meeting of all the Shareholders of the Corporation, held on June 28, 2001 at 6306 Pembroke Road, Miramar, FL 33023, the following Amendments to the corporation's Articles of Incorporation were proposed and unanimously adopted by the Corporation's shareholders, such Amendments to be effective as soon as they have been duly filed:

Amendments adopted

(1) ARTICLE I is amended to read as follows:

The name of the corporation is

MUSIC TIMES RECORDS, INC.

(2) ARTICLE III is amended to read as follows:

The purpose for which the corporation is formed is to do any and all things and take any and all actions, which are or may in the future become legal for a corporation to do in the State of Florida.

(3) ARTICLE V is amended to read as follows:

Registered Office and Registered Agent -- The Principal Office of the corporation shall be 6306 Pembroke Road, Miramar, Florida 33023.

The Registered Agent of the corporation shall be Barry Oliver Chase, Esq., Law Office of Barry Oliver Chase, P.A., One S.E. 3rd Ave., Suite 1860, Miami, Florida 33131.

(4) ARTICLE VI is amended to read as follows:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Board of Directors – The number of directors of the corporation shall be one (1) or more natural persons, as determined by the corporation's shareholders pursuant to the laws of the State of Florida.

Adoption of the foregoing Amendments was effected on June 28, 2001, by unanimous approval of 100% of the shareholders of the corporation, which approval was sufficient.

Signed this 28 day of JUNE, 2001

By: George M. Simpson
George Simpson, President

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Barry Oliver Chase
(Signature of Registered Agent)

6-28-2001
(Date)

Barry Oliver Chase
(Typed or Printed Name)