

P06000089657

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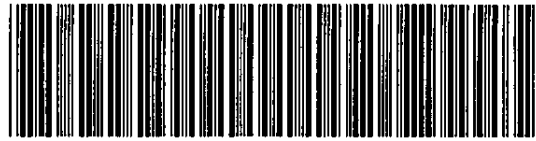
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*Amend*  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** **POP STARZ RECORDS, INC.**  
**DOCUMENT NUMBER:** **P06000089657**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michelle Tucker  
5030 Champion Blvd., Suite 227  
Boca Raton, FL 33496

For further information concerning this matter, please call:

Kevin W. Dornan, Esq.  
(352) 873-9234

Enclosed is a check for the following amount: \$35 Filing Fee.

**Address**  
Amendment Section  
Division of Corporations  
P.O. Box  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
6327 Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of  
**POP STARZ RECORDS, INC.**  
Document Number P06000089657

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**AMENDMENTS ADOPTED:**

The following Articles are amended to read as follows:

**ARTICLE 5 - OFFICERS**

The Corporation may have the officers described in its bylaws as appointed by the board of directors in accordance with the bylaws.

**ARTICLE 6 - DIRECTORS**

The Corporation shall have at least one (1) director at all times, and may have up to seven (7) directors, as elected by the shareholders, and the addresses of all directors shall be the same as the principal office of the corporation.

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any times is **ONE HUNDRED MILLION (100,000,000)** shares of common stock, each share having the par value of **ONE CENT (\$0.01)**.

**The date of each amendment(s) adoption:** December 29, 2006

**Adoption of Amendments:** The amendments were approved by the shareholders. The number of votes cast for the amendments by the shareholders were sufficient for approval.

Signature:

  
Michelle Tucker, Director

**FILING FEE: \$35**