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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 ťΩ **Articles of Incorporation** POP STARZ RECORDS, INC.

07 JAN -8 PM 3:44 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Document Number P06000089657

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:

FILING FEE: \$35