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* Not Admitted in Florida

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February 23, 1998

VIA FEDERAL EXPRESS

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Florida Department of State
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: IN PRAISE MUSIC, INC.
OUR FILE NO.: 22388-0001

Dear Sir or Madam:

Enclosed for filing with the Secretary of State is an original Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, which changes the name of the corporation to "Next Level Communications, Inc." Also enclosed is a copy of same to be date-stamped with the filing date and returned to the undersigned in the stamped, self-addressed envelope provided for your convenience. A check in the amount of \$35.00 is also enclosed to cover the cost of filing the Articles of Amendment.

Thank you for your attention to this matter. If you have any questions or comments, please contact me.

Sincerely yours,

Douglas E. Starcher, P.A.

DES:lam
Enclosures

98 FEB 24 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

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208
NE
2-24-98

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
IN PRAISE MUSIC, INC.

The undersigned, President of IN PRAISE MUSIC, INC., a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is IN PRAISE MUSIC, INC.
2. The Articles of Incorporation are amended as follows:

Article I shall be deleted in its entirety and the following shall be substituted in lieu, place and stead thereof:

Article I

The name of this Corporation shall be: NEXT LEVEL COMMUNICATIONS, INC.

3. The amendment to the Articles of Incorporation of the Corporation was approved by written consent of all of the shareholders and directors of the Corporation on February 16th, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 16th day of February, 1998.



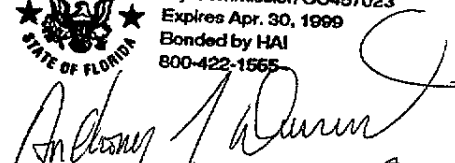
Timothy DeTellis, President

98 FEB 24 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED



ANTHONY JOSEPH DORVAL
My Commission CC457023
Expires Apr. 30, 1999
Bonded by HAI
800-422-1565


February 16, 1998