P99000033740

Tuesday, January 8, 2002

Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314 300004781143--2

*****35.00 *****35 ______

To whom it may concern:

Attached please find the Articles of Amendment to Articles of Incorporation of Bunkerpierce, Inc., requesting the Corporate name to be changed to 111 Music, Inc.

Please note our mailing address and phone number.

111 Music, Inc. c/o IFMS 7680 Universal Blvd. Suite 565 Orlando, FL 32819 (407) 363-7040

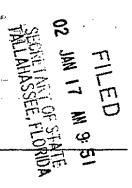
Sincerely,

Bradley Fischetti
President

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POR 1/24/02

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BUNNERPIERCE, INC.

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:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMTICLE I: THE NAME OF THE CORPORATION IS CHANGED TO:
111 MUSIC, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 1-8-02	- +=
FOURTH: Adoption of Amendment(s) (CHECK ONE)	
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	- ==
"The number of votes cast for the amendment(s) was/were sufficient for approval by"	
The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signed this 8 day of ANUARY 2002	. هميد
Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
OR (By a director if adopted by the directors)	<u></u>
OR	
(By an incorporator if adopted by the incorporators)	. =
BRIDLEY D. FISCHETTI Typed or printed name	,
PRESIDENT Title	· ·