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Tuesday, January 8, 2002

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-01/17/02--01020--017  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

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

*Name  
change  
Amend*

To whom it may concern:

Attached please find the Articles of Amendment to Articles of Incorporation of Bunkerpiece, 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

FILED  
02 JAN 17 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Sincerely,

*[Signature]*  
Bradley Fischetti  
President

*AOR  
1/24/02*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
02 JAN 17 AM 9:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

BUNNERPIERCE, INC.

(present name)

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)

ARTICLE 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 \_\_\_\_\_ voting group."

- 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 JANUARY, 2002

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)

OR

(By an incorporator if adopted by the incorporators)

BRADLEY D. FISCHETTI  
Typed or printed name

PRESIDENT  
Title