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May 10, 1999

Via Federal Express

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Florida Department of State
Division of Corporations
Attention: Amendment Section
409 East Gaines Street
Tallahassee, FL 32301

Re: Southern Music Distributing Company

Dear Sir or Madam:

Enclosed are and original and one copy of Articles of Amendment to the Articles of Incorporation of Southern Music Distributing Company, together with a check in the amount of \$43.75 payable to the Florida Department of State to cover the \$35.00 filing fee and \$8.75 certified copy fee.

Please see that the Articles of Amendment are filed with the Department of State and return the certified copy to me. If you have any questions regarding this filing, please call me at the telephone number shown above.

Sincerely,

Mary F. Fendle
Mary F. Fendle, Legal Assistant

FILED
99 MAY 11 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:mff

Enclosures (3)

cc: Nancy R. Johnson
C. A. Morris, C.P.A.
Albert D. Capouano, Esq.

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF SOUTHERN MUSIC DISTRIBUTING COMPANY

FILED
99 MAY 11 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is Southern Music Distributing Company (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the shareholders of the Corporation approved a resolution amending Article VII of the Articles of Incorporation by Written Consent of the Shareholders to Action in Lieu of a Meeting of the Shareholders dated the 7th day of May, 1999, executed pursuant to the provisions of Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval of said amendment. The approval of the Board of Directors of the Corporation is not required to amend the Articles of Incorporation pursuant to the provisions of Section 607.1003(6) of the Florida Statutes. The following is a true and correct copy of the resolution amending Article VII of the Articles of Incorporation:

RESOLVED, that Article VII of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE VII.


The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1)."

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 7th day of May, 1999.

SOUTHERN MUSIC DISTRIBUTING
COMPANY

By: 

Frances H. Rood, Vice President