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MARK J. NOWICKI

LAWYER

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JUNO BEACH, FLORIDA 33408-1431FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 12 PM 4:27MARK J. NOWICKI
ALSO ADMITTED IN COLORADO
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MAYER & KENNEDYTELEPHONE 561 624-1444
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PRACTICE LIMITED TO
ESTATE PLANNING,
INCOME TAX PLANNING AND
RELATED FEDERAL TAX MATTERS

August 7, 2002

80000070161528-028-3
8/7/02 10:00 AM ***43.75 ***43.75Secretary of State
Bureau of Corporate Records
Amendment Section
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Kempke's Music Service, Inc.; Amendment to the Articles of Incorporation

Dear Madam:

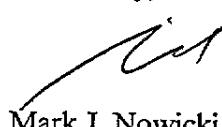
I enclose an Amendment to the Articles of Incorporation for Kempke's Music Service, Inc.

Kindly return a certified copy of this Amendment to my office. I enclose filing fees computed as follows:

Filing of Amendment	\$35.00
Certified Copy	<u>8.75</u>
Total Funds Enclosed	\$43.75

Should you have any questions, certainly feel free to call.

Sincerely,


Mark J. Nowicki

MJN/dmg

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Amend.

V SHEPARD AUG 20 2002

AMENDMENT TO ARTICLES OF INCORPORATION
OF
KEMPKE'S MUSIC SERVICE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 AUG 12 PM 4:27

The undersigned desires to amend the Articles of Incorporation of Kempke's Music Service, Inc. (the "Corporation") pursuant to Section 607.187 of the Florida Business Corporation Act, and hereby adopt the following amendment to the Corporation's Articles of Incorporation.

I. Article IV - Capital Stock of the Articles of Incorporation filed on January 11, 1978 is hereby amended to read as follows:

"IV - CAPITAL STOCK

The shares of capital stock of the Corporation, all of which shall be fully paid and non-assessable, shall consist of three million (3,000,000) shares of common stock, par value of one (\$1.00) Dollar per share, and may be issued by the Corporation, as, when and for such consideration as may be fixed from time to time by the Board of Directors.

The authorized shares of common stock shall be divided into two classes, Class A and Class B. Class A shall consist of 600,000 shares of common stock. Class A shares shall have voting rights on all matters on which Shareholders shall have a right to vote.

Class B shall consist of 2,400,000 shares of common stock. Class B shares shall have no voting rights.

Each share of Class A and Class B common stock shall represent an equal interest in the equity of the Corporation. Each share of Class A and Class B common stock shall have equal rights to dividends and upon liquidation of the Corporation, to liquidation proceeds."

II. The foregoing Amendment to the Articles of Incorporation was approved by all of the Shareholders of the Corporation on the 13 day of June, 2002.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Amendment this 13 day of June, 2002.

Kempke's Music Service, Inc.

By: Shirley A. Kempke
Its President
Shirley A. Kempke