

FO00000006234

CT CORPORATION SYSTEM

FILED
01 JAN -9 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Vivendi Universal US Holding Co.

changing name to: Spirits Development, Inc.

900003530309--9
-01/09/01--01080--005
*****35.00 *****35.00

Name
Change
Amend

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/9/01

Order#: 3504097

Ref#:

Amount: \$

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

01 JAN -9 PM 2:27

RECEIVED

ms

RR
1/9/01

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
01 JAN -9 PM 4:34
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECTION I (1-3 must be completed)

1. Spirits Development, Inc.
Name of corporation as it appears within the records of the Department of State.
2. Incorporated under laws of: Delaware
3. Date authorized to do business in Florida: November 7, 2000

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

December 27, 2000

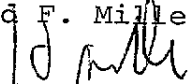
5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Vivendi Universal US Holding Co.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Howard F. Miller, Asst. Secretary



Signature
Name and Title

January 4, 2001

Date

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SPIRITS DEVELOPMENT, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "VIVENDI UNIVERSAL US HOLDING CO.", THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2000, AT 12 O'CLOCK P.M.



Harriet Smith Windsor
Secretary of State

3285427 8320

AUTHENTICATION: 0901704

010010530

DATE: 01-08-01