THE UNITED STATES **CORPORATION** OMPANY

ACCOUNT NO. :

072100000032

REFERENCE

4319220

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE: October 22, 1998

ORDER TIME : 10:36 AM

ORDER NO. : 005574-030

CUSTOMER NO: 4319220

900002674388--2

Michael Liotta, Esq

Viacom Inc. 1515 Broadway

51-35

New York, NY 10036

FOREIGN FILINGS

NAME:

BLOCKBUSTER MUSIC RETAIL, INC.

XX PROFIT

NON-PROFIT

_ CORPORATE

LIMITED PARTNERSHI

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

PROFIT CORPORATION

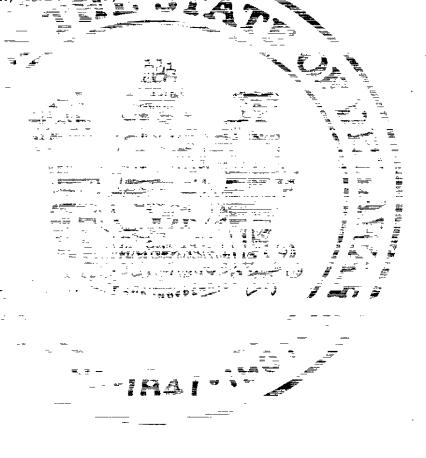
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

			مري بي ب
1. Blockbuster Music Reta Name of corporation as it appears or		ompleted)	OCT 28 PM 12: 55 OCT 28 PM 12: 55 ALLAMASSEE, FLORIDA
2. Delaware Incorporated under the laws of	3	September 18, 19 Date authorized to do business	97
(4-7 com	SECTION SECTIO	ON II applicable changes)	
 If the amendment changes the name under the laws of its jurisdiction of Wherehouse Subsidiary I Consume of corporation after the amendment appropriate abbreviation, if not contained 	f incorporation. Co., Inc.	on? October 26 , 1998	3
6. If the amendment changes the period		•	uration.
New Duration			
7. If the amendment changes the juris	diction of in	corporation, indicate new ju	risdiction.
New Jurisdiction		. - .	
An Signature	_	October Z , 199 Date	8
Ilene W. Stack		Assistant Secre	tary
Typed or printed name	-	Title	

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BLOCKBUSTER MUSIC RETAIL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "WHEREHOUSE SUBSIDIARY I CO., INC.", THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1998, AT 12:01 O'CLOCK P.M.



2734432 8320 981411778



A 10-26-98

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: