

F98000004659

Florida Department of State
Division of Corporations
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 APR 26 AM 10:32

COR AMND/RESTATE/CORRECT OR O/D RESIGN

AEC ONE STOP GROUP, INC.

RECEIVED

06 APR 26 AM 8:00

DIVISION OF CORPORATIONS

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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.)

SECTION I
(1-3 MUST BE COMPLETED)

F98000004659

(Document number of corporation (if known))

FILED
STATE
SECRETARY OF
CORPORATIONS
APR 26 AM 10:33
TALLAHASSEE, FLORIDA1. ABC ONE STOP GROUP, INC.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 08/14/1998

(Date authorized to do business in Florida)

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? March 30, 2006

5. ALLIANCE ENTERTAINMENT CORPORATION

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

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

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

(New duration)

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

(New jurisdiction)


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jason S. Fiegel

(Typed or printed name of person signing)

President

(Title of person signing)

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Delaware

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The First State

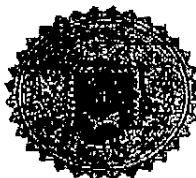
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AEC ONE STOP GROUP, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ALLIANCE ENTERTAINMENT CORPORATION", THE THIRTIETH DAY OF MARCH, A.D. 2006, AT 4:03 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AEC ONE STOP GROUP, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF AUGUST, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



2933056 8320

060386147

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4697506

DATE: 04-26-06

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ALLIANCE ENTERTAINMENT CORP.

4250 Coral Ridge Drive
Coral Springs, FL 33065

H 06 000115027-3

April 20, 2006

Florida Department of State
Division of Corporations

Re: ALLIANCE ENTERTAINMENT CORPORATION

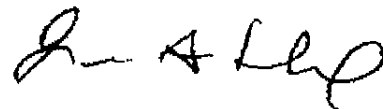
Dear Sir or Madam:

ALLIANCE ENTERTAINMENT CORP. is a foreign profit corporation that is withdrawing from the State of Florida. As its authorized officer, I hereby give consent to AEC ONE STOP GROUP, INC., a foreign profit corporation, for use of the name ALLIANCE ENTERTAINMENT CORPORATION for the purpose of amending its Application for Authorization to Transact Business in Florida.

Very truly yours,

ALLIANCE ENTERTAINMENT CORP.

By:



Jason S. Flegel
President

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