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VENTURE LAW CORPORATION

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May 1, 1998

Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32299

Dear Sir/Madam:

Re: Atlantis Ventures Corp.

Please accept for filing the enclosed amendment of articles of incorporation. We have enclosed a check for \$87.50 for filing (\$35.00) and a for certified copy (\$52.50). Please send the certified copy to us by federal Express, our account number is 213-802-917.

Thank you for your assistance in this matter.

Yours sincerely,

VENTURE LAW CORPORATION



Thomas Braun
Legal Assistant

Encl.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

ATLANTIS VENTURES CORP.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article I is hereby amended to read as follows:


The name of this corporation is GoodNoise Corporation.

SECOND: There is no change to the capital of the corporation.

THIRD: This amendment was adopted on May 1, 1998.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of May, 1998.


Christos Koumbis, President

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