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JULY 19, 1999

NAME: EMUSIC.COM INC.

*Name
Change
Amended*

ACCOUNT #: FCA000000015

4000002934414--6

AUTHORIZATION: PAUL HODGE

P.D. Hodge

TYPE OF FILING: AMENDMENT

RETURN: TWO (2) CERTIFIED COPIES

COST: \$ 52.50

FILED
99 JUL 19 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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99 JUL 19 AM 10:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*DR
7/19/99*

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GOODNOISE CORPORATION**

99 JUL 19 PM 12:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Gene Hoffman, Jr. and Joseph H. Howell, President and Assistant Secretary, respectively, of GoodNoise Corporation, a corporation organized and existing under the laws of the State of Florida (the "Company"), in accordance with the provisions of Florida law, DO HEREBY CERTIFY:

ONE: That Article I of the Company's Amended and Restated Articles of Incorporation is hereby amended to read in full as follows:

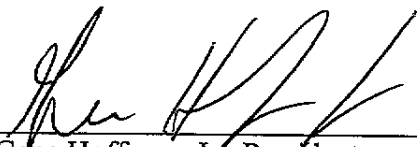
"The name of the corporation is EMusic.com Inc."

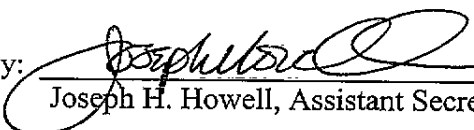
TWO: That the amendment to the Company's Amended and Restated Articles of Incorporation set forth above has been duly adopted by the Company's Board of Directors on June 10, 1999 and by the shareholders of the Company on July 16, 1999.

THREE: That the number of shareholder votes cast in favor of the amendment to the Company's Amended and Restated Articles of Incorporation was sufficient for approval of such amendment.

IN WITNESS WHEREOF, GOODNOISE CORPORATION has caused this certificate to be signed by Gene Hoffman, Jr. and Joseph H. Howell, its President and Assistant Secretary, respectively, this 16th day of July, 1999.

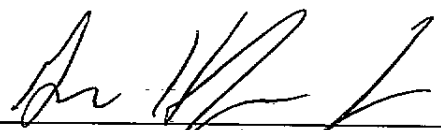
GOODNOISE CORPORATION,
a Florida corporation

By: 
Gene Hoffman, Jr., President

By: 
Joseph H. Howell, Assistant Secretary

The undersigned declares under penalty of perjury under the laws of the State of Florida that he has read the foregoing Amended and Restated Articles of Incorporation and knows the contents thereof and that the same is true of his own knowledge.

Executed at Redwood City, California, on July 16, 1999.


Gene Hoffman, Jr., President