

N02000002737

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

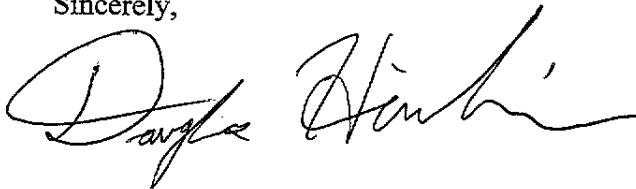
Douglas Hine
6079 N Victoria Dr
Indianapolis, IN 46228

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Sir or Madam,

Enclosed are the articles of amendment for the Paradigm Music Project, Inc. Please process these amendments. My address is listed above. Please send the response and certified copy to the above address.

Sincerely,



Douglas Hine
President and CEO
The Paradigm Music Project, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 28 PM 3:49

Amend.

V SHEPARD JUL 5 2002

ARTICLES OF AMENDMENT

To

ARTICLES OF INCORPORATION

Of

The Paradigm Music Project, Inc.

NO2000002737

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 28 PM 3:49

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

ARTICLE III PURPOSE

The Paradigm Music Project, Inc. is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions and charitable donations to exempt organizations under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII CORPORATE FUNDS AND ACTIVITIES

Not part of the gross or net earnings of the corporation shall benefit, or be distributed to the members, officers, or other private persons, except as reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not intervene in any political campaign on behalf of a candidate for public office. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)3 of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any further provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

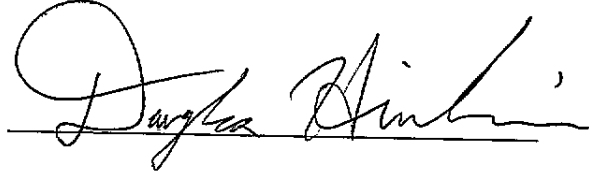
ARTICLE IX DEDICATION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, or

the corresponding section of any future federal tax code, or to a state or local government, for a public purpose.

SECOND: The date of adoption of the amendments was: June 22, 2002

THIRD: There are no members entitled to vote on the amendment. The amendments were adopted by the board of directors.

A handwritten signature in dark ink, appearing to read "Douglas Hinline", is written over a horizontal line.

Douglas Hinline

President

June 24, 2002