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June 17, 2000

100003300101--6  
-06/21/00--01115--009  
\*\*\*\*\*45.75 \*\*\*\*\*43.75

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

Re: SpookDaddy Records, Inc.

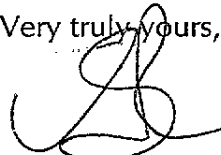
Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Amendment to Articles of Incorporation of SpookDaddy Records, Inc. along with a check in the amount of \$45.75.

Kindly certify the copy and return to me in the self-addressed, stamped envelope.

Should you have any questions or comments on this matter, please do not hesitate to contact me.

Very truly yours,



ALAN S. ROSENBERG  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 21 PM 1:19

ASR/cmo  
Enclosures  
E:\DOCS\ASR\SPOOK\*

*Amend.*

V. SHEPARD JUN 28 2000

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 21 PM 1:19

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

SPOOKDADDY RECORDS, INC.

(present name)

*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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

**ARTICLE XVI - OFFICERS:** This Article will be amended to include:

**TREASURER:** JAMES PORRECA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: June 16, 2000

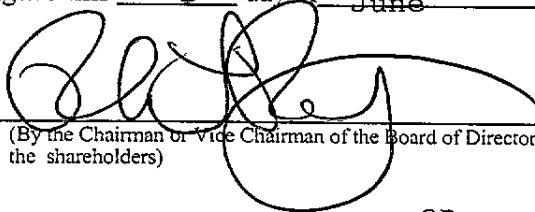
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16 day of June, 2000

Signature   
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

~~RICHARD PIERCE~~  
Typed or printed name

PRESIDENT / Incorporator  
Title