

P00000035907

SHAMES & LITWIN

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July 31, 2000

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation/CMD, Inc.

Dear Sir or Madam:

Enclosed please find two copies of the above-referenced articles of amendment to the articles of incorporation, and a check for \$35.00 as the filing fee. Please file these articles and return a time-stamped copy to me in the enclosed SASE. Please contact me with any questions or comments.

Thank you and best regards.



Very truly yours,
Shames & Litwin

This amendment was originally submitted under the name CMD, INC. and filed on 8/28/00 to #P93000042970. The name on the amendment should have been CMD MUSIC, INC. #P00000035907. Record corrected 2/13/01. sp

By: Joel S. Shames
Joel S. Shames

JSS:cl
Enclosures

NIC
SS
3/13/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

CMD MUSIC, 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 I IS AMENDED SO THAT THE NAME OF THE CORPORATION IS CHANGED FROM
CMD MUSIC, INC. TO UNDERWORLD RECORDS, INC.

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:

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TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: JULY 31, 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 31st day of JULY, 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)

DANIEL W. WOOD
Typed or printed name

PRESIDENT
Title