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July 26, 2000

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

Vr2l Music.Net, Inc.

Document Number:P00000036927

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Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

G. COULLETTE JUL 26 2000

Very truly yours,

Kelly B. Plante

Kelly B. Plante

KBP/amc

Enclosures

GHRCORP/GHR2.199

Specht/45622-1

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00 JUL 26 AM 10:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 JUL 26 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VR₂L MUSIC.NET, INC.**

FILED
00 JUL 26 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Séan M. O'Brien, Sole Director of VR₂LMUSIC.NET, INC., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation, as approved and adopted by the Sole Director of the Corporation, without shareholder action, as of July 25, 2000, there being no stock of the Corporation issued as of that date, and therefore no shareholder action was required. These Amended and Restated Articles of Incorporation were duly adopted in accordance with Section 607.1005 of the Florida Statutes.

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is VR₂L MUSIC.NET, INC. The mailing address of the Corporation shall be 455 S. Orange Avenue, Suite 600, Orlando, Florida 32801.

ARTICLE II - DURATION

The Corporation shall exist perpetually.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - NUMBER OF DIRECTORS

The members of the Board of Directors of the Corporation shall consist of two (2) classes; Class A Directors and Class B Directors (collectively, the "Directors"). The number of Class A Directors shall initially be set at three (3) members, but may be increased as provided in the Bylaws of the Corporation. The number of Class B Directors shall at all times be two (2) members. The sole distinction between the Class A Directors and the Class B Directors shall be the manner in which they are elected (and removed), and the rights, powers, authority, duties, obligations and requirements of each Director, whether a Class A Director and Class B Director, shall be equal in all respects.

ARTICLE V - CAPITAL STOCK

A. Authorized Common Stock

The total authorized capital stock of the Corporation shall be Fifty Million (50,000,000) shares of Common Stock having a par value of One Cent (\$0.01) per share, consisting of Twenty-Six Million (26,000,000) shares of Class A Voting Common Stock, Fourteen Million (14,000,000) shares of Class B Voting Common Stock and Ten Million (10,000,000) shares of Class C Nonvoting Common Stock.

B. Relative Rights of Classes of Common Stock

All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations or restrictions of the various classes of common stock shall be exactly the same, except as follows:

1. Class A Voting Common Stock:

Except as otherwise required by law, each holder of Class A Voting Common Stock shall have one vote in respect of each share of Class A Voting Common Stock held by such shareholder of record on the books of the Corporation for the election (or removal) of Class A Members of the Board of Directors of the Corporation. The holders of Class A Voting Common Stock shall vote together (or render written consents in lieu of a vote) as a separate class authorized to elect (or remove) Class A Members of the Board of Directors of the Corporation.

2. Class B Voting Common Stock:

Except as otherwise required by law, each holder of Class B Voting Common Stock shall have one vote in respect of each share of Class B Voting Common Stock held by such shareholder of record on the books of the Corporation for the election (or removal) of Class B Members of the Board of Directors of the Corporation. The holders of Class B Voting Common Stock shall vote together (or render written consents in lieu of a vote) as a separate class authorized to elect (or remove) Class B Members of the Board of Directors of the Corporation.

3. Class C Nonvoting Common Stock:

Except as otherwise required by law, no holder of Class C Nonvoting Common Stock shall have any voting rights whatsoever in respect of any share of Class C Nonvoting Common Stock held by such shareholder for any matters submitted to a vote of the shareholders of the Corporation or otherwise subject to a vote of the shareholders of the Corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Guy S. Haggard

ARTICLE VII - BY LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders of the Corporation.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has caused these Amended and Restated Articles of Incorporation to be signed by the Corporation's Sole Director as of this 25th day of June, 2000.

VR₂L MUSIC.NET, INC., a Florida corporation

By:



Séan M. O'Brien, Sole Director