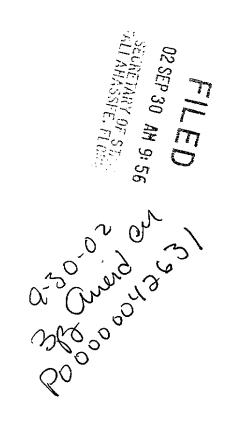
Florida Department of State Division of Corporations PO Box 6327

The following is the cover letter you request for the amendment to Articles of Incorporation including our telephone number and the return address. The telephone number is 305-500-9976
The return address is 3900 N.W. 79th Av., Suite 731, Miami, Florida 33166. Thank you
Leopoldo Betancourt, President

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

MUSIC STAR INTERNATIONAL PRODUCTIONS, 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 deleted)

ARTICLE IX

DELETE:

YUMAR MENDEZ

ADD:

CARLOS L. PACANINS B.

VICE PRESIDENT

HUGO E. PACANINS DIRECTOR/TREASURER

CARLOS L. PACANINS P.

SECRETARY

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:

(W)

THIRD: The date of each amendment's adoption: 01/02/02. FOURTH: Adoption of Amendment(s) (CHECK ONE) X 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 March, 2002. 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)

<u>Leopoldo Betancourt</u> (Typed or printed name)

(T:Al-)

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