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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CD LIVE ENTERTAINMENT, INC.

Certificate of Status	0
Certified Copy	1
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AMEND
KRB
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 15, 2001

CD LIVE ENTERTAINMENT, INC.
15356 NW 79TH CT
MIAMI LAKES, FL 33016

SUBJECT: CD LIVE ENTERTAINMENT, INC.
REF: P01000050648

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H01000090088
Letter Number: 701A00046691

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
CD LIVE ENTERTAINMENT, INC.

TO: THE FLORIDA DEPARTMENT OF STATE

We, the undersigned, officers of CD LIVE ENTERTAINMENT, INC., hereby certify that the following Amendments to the Articles of Incorporation was duly adopted unanimously by the above-named corporation. The adopted Amendments to the Articles of Incorporation are as follows:

Article I, (Name) is amended to read as follows:

The principal place of business of this corporation shall be:

6500 Main Street
Miami Lakes, Florida 33014

Article VIII, (Initial Board of Directors) is amended to read as follows:

The name and street address of the initial member of the Board of Directors is:

Carlos M. Ruiz, Jr.
6500 Main Street
Miami Lakes, Florida 33014

Article XI, (Officers) is amended to read as follows:

The names and addressees of the officers of the corporation who shall hold office for the corporation or until their successors are elected or appointed are:

President/Treasurer: Carlos M. Ruiz, Jr.
6500 Main Street
Miami Lakes, Florida 33014

Vice President/Secretary: Miguel Herrera
7480 Miami Lakes Drive # G104
Miami Lakes, Florida 33014

In all of the respects of the Articles of Incorporation shall remain as they were prior to this Amendment being adopted. The effective date of the Amendment is August 13, 2001.

We, the undersigned, being the President and Secretary of CD LIVE ENTERTAINMENT, INC., hereby certify that the Shareholders and Board of Directors of the corporation at a joint meeting did

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unanimously approve and recommend on the 13th day of August, 2001, that the Articles of Incorporation of CD LIVE ENTERTAINMENT, INC., heretofore filed and approved by the Secretary of State, State of Florida, on May 22, 2001, be amended in the manner set forth above, and we did propose said amendment to the Shareholders.

IN WITNESS WHEREOF, we hereby have set our hands and seals this 13th day of August, 2001.

CD LIVE ENTERTAINMENT, INC.

By:

Carlos M. Ruiz, Jr., President

Attest:

Miguel Herrera, Secretary

STATE OF FLORIDA)

: §

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on the 13th day of August, 2001, by Carlos M. Ruiz, Jr., and Miguel Herrera, President and Secretary of the corporation, respectively, personally known to me or who produced the following identification _____ and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of August, 2001.

Maria Pilar Salgado
Notary Public, State of Florida

MARIA PILAR SALGADO
(Print Name of Notary Public)

My Commission Expires:

(Seal)



Maria Pilar Salgado
Commission # CG 254009
Expires Aug. 27, 2003
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