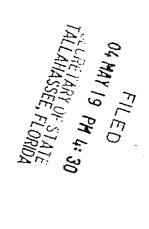
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LAW OFFICES OF LAWRENCE H. HABER, P.A.

Post Office Box 470171 Celebration, Florida 34747-0171 Office: 407-566-0181 Facsimile: 407-566-0182 E-Mail: larry.haber@celebration.fl.us

May 13, 2004



Department of State Division of Corporations Registration Section Post Office Box 6327 Tallahassee, Florida 32314

Re: CALIBER RECORDS, INC.

Document number: **P01000102885**

Dear Sir/Madam:

Please find enclosed a copy of the Articles of Amendment for the the above referenced corporation, together with a check in the amount of \$43.75 to cover the costs of the amendments and obtaining a Certified copy.

If you have any questions in regards to the above referenced request, please call us at (407) 566-0181.

Thank you for your time in advance.

Sincerely yours,

Lawrence H. Haber

Lawrence H. Haber

LHH/cap

Enclosures (1) – Articles of Amendment

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ION PARTY OF STATE OF

CALIBER RECORDS, INC.

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 adopted:

ARTICLE VI - OFFICERS

RICHARD FOREMAN is added to the Articles of Incorporation as a Financial Officer.

SECOND: The date of the Amendment's adoption is May 13, 2004.

THIRD: The Amendment was approved by the shareholders. The number of votes cast for the Amendment were sufficient for approval.

Signed this 13th day of May 2004.

Signature

President