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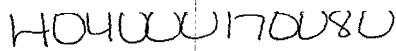
BASIC AMENDMENT

CALIENTE RECORDS, INC.

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Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

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Articles of Amendment οſ

Articles of Incorporation CALIENTE RECORDS, INC. (Name of corporation as currently filed with the Florida Dept. of State) P02000030879 (Document number of corporation (if known) Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation: NEW CORPORATE NAME (if changing): (Must commin the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.") (A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.") AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC) ARTICLE VII; To DELETE Carlos Gutierrez as vicepresident of Callente Records, Inc. (Attach additional pages if necessary) If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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FOUNT
The date of each amendment(s) adoption: August 19th, 2004
Effective date if applicable:
(no more than 90 days after amendment file date)
Adoption of Amendment(s) (CHECK ONE)
The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 19th day of August 2004
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)
Jorge Garces
(Typed or printed name of person signing)
President

FILING FEE: \$35

(Note of person signing)

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