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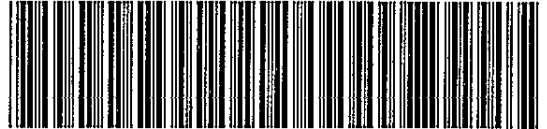
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TALLAHASSEE, FLORIDA

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LAW OFFICES
DAVID BERCUSON, P.A.

March 19, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

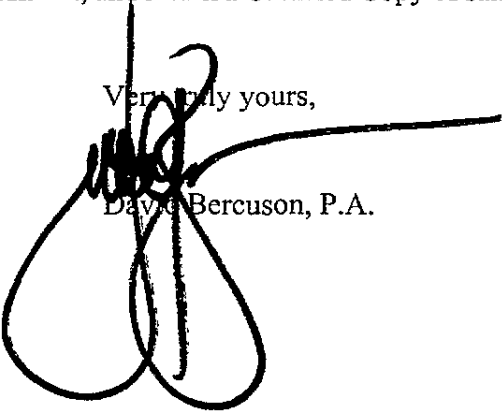
Re: NEW WORLD RECORDS, INC. Amendment to Articles of Incorporation

Dear Secretary:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation for New World Records, Inc. together with our check in the amount of \$43.75 for payment of all required fees.

Please file this Amendment, and return a Certified Copy of same to our office at your earliest convenience.

Very truly yours,


David Bercuson, P.A.

DB/jmh
enclosures

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF**

NEW WORLD RECORDS, INC.
Document Number: P02000082120

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 1 shall be amended to reflect that the name of the corporation be changed to RESPEK RECORDS, INC.

SECOND: The date of this amendment adoption is March 10, 2003

THIRD: The amendment was approved by the corporation's shareholders and Board of Directors.

Signed this 18th day of March, 2003.



MARK EMAN
President