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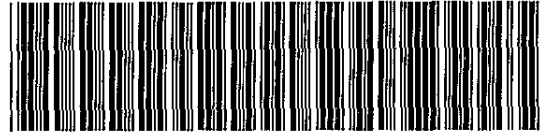
(Business Entity Name)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CANDLELIGHT MUSIC GROUP CORP.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION
ADOPTED THE FOLLOWING ARTICLES TO AMEND TO ITS ARTICLES OF INCORPORATION.

THE NAME OF THE CORPORATION IS:

Candlelight Music Group Corp.

AMENDMENT ARTICLE I

THE NAME OF THE CORPORATION IS CHANGED TO:

Candlelight Music Group, Inc.

THIS ARTICLE OF AMENDMENT WAS ADOPTED ON THE 24 DAY OF
January 20 03. THE CORPORATION HAS ONLY ONE GROUP OF VOTING
STOCK. THIS AMENDMENT WAS APPROVED BY THE SHAREHOLDERS, THE NUMBER OF
VOTES CAST FOR AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Candlelight Music Group Corp.

CORPORATION NAME


SIGNATURE

Mike DeVito PD

PRINT NAME AND TITLE