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ACCOUNT NO. : 072100000032 REFERENCE : 168771 7127284 AUTHORIZATION COST LIMIT \$ 43.75 ORDER DATE: July 15, 2003 ORDER TIME : 1:44 PM ORDER NO. : 168771-015 CUSTOMER NO: 7127284 CUSTOMER: Ms. Alison Miller Stutsman & Thames, P.a. Suite 600 121 West Forsyth Street Jacksonville, FL 32202 DOMESTIC AMENDMENT FILING NAME: STAR MUSIC RETAILERS, INC. II EFFECTIVE DATE: _ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: XX CERTIFIED COPY ____ PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

EXAMINER'S INITIALS:

CONTACT PERSON: Amanda Haddan -- EXT# 1155

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF STAR MUSIC RETAILERS, INC. II, A FLORIDA CORPORATION



Pursuant to the Florida Business Corporation Act, Sections 607.1006 and 607.1005, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

- 1. The name of the corporation is Star Music Retailers, Inc. II (document number P03000076798).
- 2. Article I of the Articles of Incorporation of the corporation shall be amended in its entirety to read as follows:

"ARTICLE I - NAME

The name of this Corporation is Star Music Retailers II, Inc."

3. The following Articles of Amendment to Articles of Incorporation was adopted by written consent by the sole Incorporator, effective July 14, 2003, in the manner prescribed by the Florida Business Corporation Act. This Amendment has been made effective prior to the issuance of shares.

IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation have been executed on behalf of the corporation this 14 day of July, 2003.

STAR-MUSIC RETAILERS, INC. II

By:_____

Bruce E. Stutsman, Incorporator