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THE MUSIC FACTORY, INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE MUSIC FACTORY, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Keith Henderson
Vice-President:	Tom Dean
Secretary:	Tom Dean
Treasurer:	Keith Henderson

SECOND: Article 5 shall be amended to state:

President:	Keith Henderson
Vice-President:	Guy A. Bruno
Secretary:	Guy A. Bruno
Treasurer:	Keith Henderson

whose mailing addresses shall be the same as the mailing address of the Corporation.

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THIRD: Article 6 of the Articles of Incorporation states Directors as:

Tom Dean
Keith Henderson

FOURTH: Article 6 of the Articles of Incorporation shall be amended to state Directors of the Corporation as:

Keith Henderson
Guy A. Bruno

whose mailing addresses shall be the same as the mailing address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 15 April 2008.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 15 April 2008

Keith Henderson
Keith Henderson, Chairman of the Board of
Directors



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