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COR AMND/RESTATE/CORRECT OR O/D RESIGN**THE MUSIC FACTORY, INC.**

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Amend.
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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: The Officers of the Corporation are stated as:

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

SECOND: The Officers shall be amended to state:

President:	Guy A. Bruno
Secretary:	Guy A. Bruno
Treasurer:	Guy A. Bruno

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

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THIRD: The Directors of the Corporation are stated as:

Keith Henderson
Guy A. Bruno

FOURTH: The Directors shall be amended to state:

Guy A. Bruno

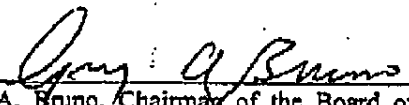
whose mailing addresses shall be the same as the mailing address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 14 October 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 14 October 2008



Guy A. Bruno, Chairman of the Board of
Directors



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