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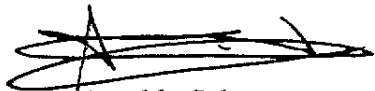
Department of State
Amendments Division
PO Box 6327
Tallahassee FL 32314

RE: *Amended and Restated Articles of Incorporation*
EMusiclatino.com
Our File: EMusic Latino-041001JR

To Whom It May Concern:

Please find enclosed for filing EmusicLatino.com, Inc., Articles of Amendment.
In addition please find enclosed a check for \$43.75 to cover the cost of filing and return
of one conformed copy.

Sincerely;



Arnaldo Salazar
Director elatinmusic.com
420 Lincoln Road, Suite 436
Miami Beach, FL 33139
Tel: 305.535.6818
Fax: 305.535.7040

AMENDED
ARTICLES OF INCORPORATION
OF
Emusiclatino.com, Inc.

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WHEREAS, A majority of the shareholders of Emusiclatino, Inc., on August 1, 2005, voted and approved the following amendment,

NOW, THEREFORE, The undersigned President of the Company hereby amends Article V of the Articles of Incorporation in its entirety to read as follows:

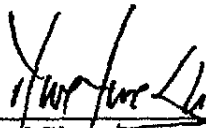
ARTICLE V

Capital Stock

This Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock, which shall be designated Common Shares.

IN WITNESS WHEREOF, the undersigned president of the Company does hereby certify that the foregoing amendment was duly approved by the shareholders of the Company, and hereby executes this Amendment of the Articles of Incorporation, this

24 day of JANUARY, 2006



Miguel Sierralta
President