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Ps 7/26/05
Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ROYCE RECORDS

DOCUMENT NUMBER: P05000044497

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DENNIS BEDARD

(Name of Contact Person)

(Firm/ Company)

1717 N BAYSHORE DRIVE SUITE 215

(Address)

MIAMI FL 33132

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

DENNIS BEDARD

(Name of Contact Person)

at (305) 530 0795

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

AMENDMENT OF ARTICLE V OF THE ARTICLES OF
INCORPORATION OF ROYCE RECORD COMPANY, A
FLORIDA CORPORATION

Article V of the Articles of Incorporation is amended to read as follows

ARTICLE V

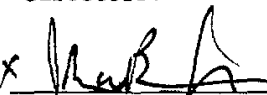
1. The following individual is removed as a director and officer of the
corporation:

1. John W. Brown, Jr.
1717 North Bayshore Drive
Suite 110
Miami, Florida 33132

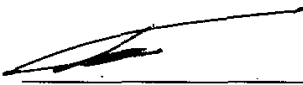
2. The following individual is installed as a director and officer of the
corporation:

1. Josh Schwartz - President
1717 North Bayshore Drive
Suite 110
Miami, Florida 33132

This amendment was adopted on June 6, 2005 by the shareholders/
directors.



John W. Brown, Jr.
Former Director and Officer



Josh Schwartz
Director and Officer

Dated: JUNE 8th, 2005

Dated: JUNE 8th, 2005

FILED
05 JUL 25 PM 12:01
CLERK OF STATE
TALLAHASSEE, FLORIDA