

**VIVENDI
UNIVERSAL**

P25278

March 12, 2002

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

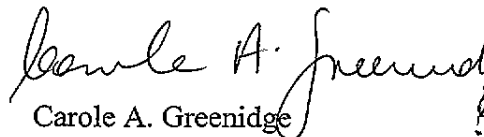
200005133492--6
-03/19/02--01019--006
*****35.00 *****35.00

Dear Sir/Madam:

Please find attached a duly completed amendment application to change the name of J.E. Seagram Corp. to Vivendi Universal Holding II Corp. Also enclosed is a transmittal letter and a check in the amount of \$35.00 to cover the fee.

I trust you will find the enclosed in order.

Very truly yours,


Carole A. Greenidge

Attachments

FILED
02 MAR 19 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P25278
FF NC
3-19-02
382 CM

800 Third Avenue - New York, NY 10022 / USA
Tel.: (212) 572-7000

www.vivendiuniversal.com

Head Office
42, avenue de Friedland - 75380 Paris cedex 08 /France
Tel.: 33 (0)1 71 71 10 00 - Fax: 33 (0)1 71 71 10 01

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

P25278

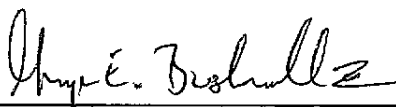
Document Number of Corporation (If known)

1. J.E. SEAGRAM CORP.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 7/24/1989
(Incorporated under laws of) (Date authorized to do business in Florida)

FILED
02 MAR 19 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 2/20/2002
5. VIVENDI UNIVERSAL HOLDING II CORP.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)


(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

GEORGE E. BUSHNELL III
(Typed or printed name)

March 7, 2002
(Date)

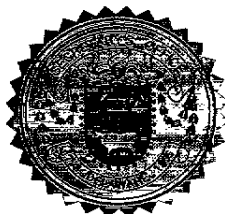
President and Secretary
(Title)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "J.E. SEAGRAM CORP.", CHANGING ITS NAME FROM "J.E. SEAGRAM CORP." TO "VIVENDI UNIVERSAL HOLDING II CORP.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF FEBRUARY, A.D.. 2002, AT 1:30 O'CLOCK P.M.



0917662 8100

020162958

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1660206

DATE: 03-12-02