

P93000057810



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 184496 4302355

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 35.00

ORDER DATE : March 26, 1999

ORDER TIME : 11:12 AM

ORDER NO. : 184496-005

400002825394--2

CUSTOMER NO: 4302355

CUSTOMER: Mr. Ralph D. Mosley, Jr.
Tenzer Greenblatt, L.l.p.
15th Floor
405 Lexington Avenue
New York, NY 10174

RECEIVED

99 MAR 31 PM 12:14

DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: AUDIO BOOK CLUB, INC..

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

*Karina with CSC-
called-
changed sig-
title to sec.
ASST 4/6/99*

*Amend
4/5/99*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 31 PM 1:56

FILED



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
99 APR -5 AM 10:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

April 1, 1999

CSC
JANNA WILSON
TALLAHASSEE, FL

SUBJECT: AUDIO BOOK CLUB, INC.
Ref. Number: P93000057810

We have received your document for AUDIO BOOK CLUB, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 599A00016514

RESUBMIT

Please give original
submission date as file date.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED

99 MAR 31 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUDIO BOOK CLUB, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The first paragraph of ARTICLE III, which is hereby amended to increase the authorized shares of Common Stock, shall read as follows:

"The total number of shares of capital stock which the Corporation shall have authority to issue is Eighty Million (80,000,000) shares, of which Seventy Five Million (75,000,000) shares shall be Common Stock, without par value, and Five Million (5,00,000) shares shall be Preferred Stock, without par value."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March 26, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26 day of March, 19 99

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Michael Henrich

Typed or printed name

Assistant Secretary

Title