P93000057810

THE UNITED STATES CORPORATION COMPANY

FILED
99 OCT 19 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 414977 4302355

AUTHORIZATION :

COST LIMIT : $ 35.00

Patricia Pizzuto

ORDER DATE : October 15, 1999

ORDER TIME : 10:50 AM

ORDER NO. : 414977-010

500003018305--2

CUSTOMER NO: 4302355

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

DOMESTIC AMENDMENT FILING

NAME: AUDIO BOOK CLUB, INC.

EFFICTIVE DATE:

RECEIVED
99 OCT 19 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

N.C.
C. COULLIETTE OCT 19 1999

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: ___

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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)***

ARTICLE I, which is hereby amended to change the name of the corporation, shall read as follows:

"The name of the corporation shall be:

MediaBay, Inc."

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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:

492144.1

THIRD: The date of each amendment's adoption: September 27, 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 27 day of September, 1999.

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)

NORTON HERRICK

Typed or printed name

CHIEF EXECUTIVE OFFICER

Title