

P93000057810



ACCOUNT NO. : 072100000032

REFERENCE : 743297 4302355

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pigato

ORDER DATE : June 23, 2000

ORDER TIME : 11:42 AM

ORDER NO. : 743297-010

600003304726--1

CUSTOMER NO: 4302355

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

DOMESTIC AMENDMENT FILING

NAME: MEDIABAY, INC.

EFFECTIVE DATE:

*Amend
6-27-00
BOS*

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX CERTIFIED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: _____

FILED
00 JUN 26 PM 4:56
TALLAHASSEE, FLORIDA
RECEIVED
00 JUN 26 PM 1:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MEDIABAY, INC.

FILED
00 JUN 26 PM 4: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MediaBay, 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 of the Restated Articles of Incorporation of the Corporation has been amended as follows by striking the whole of said paragraph of Article III thereof as it now exists and inserting in lieu and instead thereof a new first paragraph of Article III reading in its entirety as follows:

“The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is One Hundred Fifty-Five Million (155,000,000) shares, no par value per share, of which One Hundred Fifty Million (150,000,000) shall be Common Stock and Five Million (5,000,000) shall be Preferred Stock.”

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: June 23, 2000

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

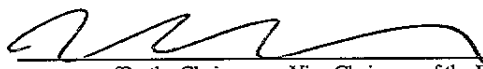
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled 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 23 day of June, 2000

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

Chairman

Title