



THE UNITED STATES
CORPORATION
COMPANY

P93000079867

ACCOUNT NO. : 072100000032

REFERENCE : 926282 5011226

AUTHORIZATION :

Patricia Pignatelli

COST LIMIT : \$ 87.50

ORDER DATE : August 13, 1998

ORDER TIME : 9:41 AM

ORDER NO. : 926282-005

CUSTOMER NO: 5011226

CUSTOMER: Ms. Pamela Stiglitz
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

800002614898--3

DOMESTIC AMENDMENT FILING

NAME: PLANET HOLLYWOOD (MUSIC), INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT + N/C
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
98 AUG 13 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 13 AM 11:27
DIVISION OF CORPORATION

JP 8/13

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PLANET HOLLYWOOD (MUSIC), INC.**

FILED
98 AUG 13 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Scott E. Johnson, Senior Vice President of Planet Hollywood (Music), Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is PLANET HOLLYWOOD (MUSIC), INC.

ARTICLE SECOND:

ARTICLE I of the existing Articles of Incorporation is hereby amended by deleting the existing Article I in its entirety and restating it as follow:

"ARTICLE I - NAME

The name of this corporation is SOUND REPUBLIC, INC.
The mailing address of this corporation shall be 8669 Commodity
Circle, Orlando, Florida 32819."

ARTICLE IV of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE IV in its entirety and restating it as follows:

"ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one million (1,000,000)
shares of \$.01 par value common stock."

ARTICLE THIRD: These Articles of Amendment to the Articles of Incorporation shall be effective as of the date of filing with the Department of State of the State of Florida.

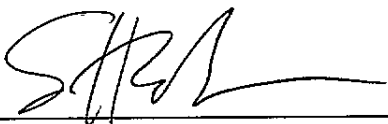
ARTICLE FOURTH: The foregoing proposed amendments to the Articles of Incorporation reflected in Article Second above were duly adopted and approved by both the Board of Directors and the sole Shareholder of the Corporation by written consents to action in lieu of a special meeting, each consent dated July 17, 1998,

and the necessary number of shares as required by statute were voted in favor of the amendments.

Thus, these Articles of Amendment to the Articles of Incorporation were duly adopted in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be signed by its Senior Vice President this 17 day of July, 1998.

PLANET HOLLYWOOD (MUSIC), INC., a Florida corporation

By: 
Scott E. Johnson, Senior Vice President