

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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99 APR 28 AM 11:44
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Geodata Investments
Inc.

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-04/28/99--01041--010

*****43.75 *****43.75

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

✓ Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

File Second

RECEIVED
99 APR 27 PM 3:05

Amend + N.C.
4-28-99

Signature

CC

Requested by:

4/24/99 1:30

Name

Date

Time

Walk-In

Will Pick Up

Exhibit A

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GEODATA INVESTMENTS, INC.**

FILED
APR 28 AM 11:44
99
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE I

Corporate Name

The name of this corporation shall be changed from Geodata Investments, Inc. to Y2K Recordings, Inc.

ARTICLE IV

Capital Stock

The aggregate number of shares of capital stock that this corporation shall be authorized to have outstanding at any one time, shall be one hundred million shares of common stock at .0001 par value per share and twenty five million shares of preferred stock at \$.0001 par value per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Place of Business

The address of the principal place of business of this corporation in the State of Florida shall be 4102 W. North B Street, Tampa, FL 33609. The Board of Directors may at any time and from time to time move the principal office of this corporation.

ARTICLE VI

Directors and Officers

The business of this corporation shall be managed by its Board of Directors. The number of such directors shall not be less than one (1) and subject to such minimum may be increased or

decreased from time to time in the manner provided in the By-Laws. The Board of Directors shall be elected by the Stockholders of the corporation at such time and in such manner as provided by the By-Laws. The name and address of the new Board of Director and Officers are as follows.

Andre Salazar, Chairman of the Board, President, Secretary/Treasurer
4102 W. North B Street, Tampa, FL 33609

ARTICLE X

Indemnification

If in the judgment of a majority of the entire Board of Directors (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850 (1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

ARTICLE XIII

Registered Agent

The name and street address of the registered agent of the corporation shall be:

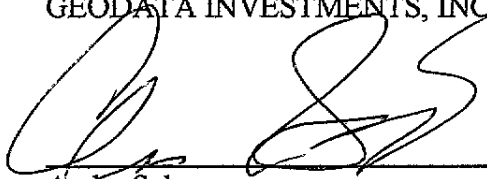
Andre Salazar, 4102 W. North B Street, Tampa, FL 33609.

The date of each amendment's adoption is March 29, 1999.

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of the Articles, this 29th day of March, 1999.

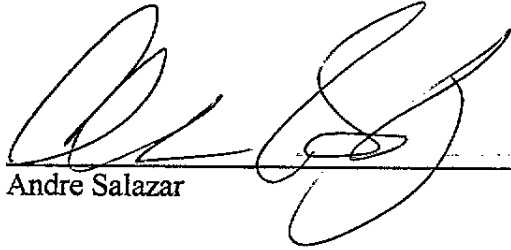
GEODATA INVESTMENTS, INC.



Andre Salazar
Chairman of the Board, President

ACKNOWLEDGEMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligation imposed by Florida law upon that position and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

A handwritten signature in black ink, appearing to be 'AS', is written over a horizontal line. The signature is stylized with loops and a long horizontal stroke.

Andre Salazar

**MINUTES OF
A SPECIAL MEETING OF
GEODATA INVESTMENTS, INC.**

A special meeting of Officers and Directors was held at 4102 W. North B Street, Tampa, FL 33609 on March 29, 1999 at 10:00 A.M.

The following were present:

Andre Salazar, Director, President, Secretary/Treasurer

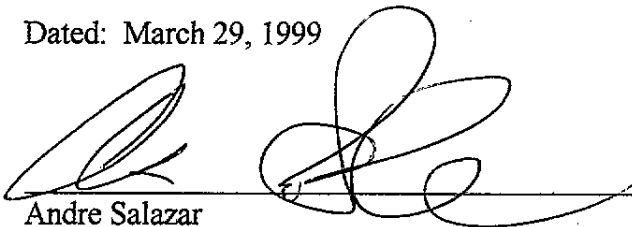
Being all the Officers and Directors of the Corporation

RESOLVED that the changes as stated in the attached Exhibit A, Articles of Amendment to the Articles of Incorporation of Geodata Investments, Inc., are hereby approved and that said document is to be filed with the State of Florida.

Upon motion, duly made, seconded and carried, it was hereby approved.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

Dated: March 29, 1999

A handwritten signature in black ink, appearing to be 'Andre Salazar', written over a horizontal line.

Andre Salazar
Director/President, Secretary/Treasurer