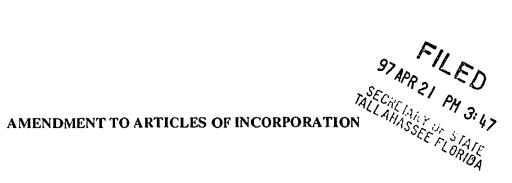
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	WHEEL & DISC, INC. P.O. BOX 811444 BOCA RATON, FL 33481-1444					
	City/State	/Zip	Phone #		Office Use Only	
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By this Amendment to the Articles of Incorporation, the undersigned being the **President** of **Potter's Wheel Music, Inc.,** a Florida Corporation originally formed on or about November 22nd, 1995 under the name of **Potter's Wheel Music, Inc.**, hereby amends the Articles of Incorporation as fellows:

- 1. Name. The name of the corporation is hereby changed to Wheel & Disc, Inc.
- 2. Adoption. This Amendment was adopted by the unanimous consent of all the shareholders entitled to vote on February 7th, 1997 and is to be effective on March 1st, 1997.
- 3. Nature. This corporation will engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, Country, territory or nation.

Michael Rozell - President

STATE OF CALIFORNIA COUNTY OF ORANGE

The foregoing instrument was acknowledge before me this 17th day of APRIL 1997

by Michael Rozell who is personally known to me or who has produced his/her Florion Priver's liverse as identification and who did take an oath.

RICHARD T. COUEY
COMM. # 1003371
Notary Public — California
ORANGE COUNTY
My Comm. Expires AUG 29, 1997

Print Name: KICHARD T. CONEY
NOTARY PUBLIC

MY COMMISSION EXPIRES A46457- 29-1997