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:OT DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SERIOUS MUSIC GROOVE, INC.

AUDIT NUMBER...... 197000013578 DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0
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PAGES.....

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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SERIOUS MUSIC GROOVE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)

WE HEREBY AMEND ARTICLE VI IN ORDER TO REDUSE THE BOARD OF DIRECTORS TO (2) THE NAME AND ADDRESS OF THE DIRECTOR THAT HAS RESIGNED IS:

LENVAL JARRETT

298 ST. MARKS AVENUE, APT. #2 BROOKLYN, NY 11238

COLIN ROBINSON
ROBINSON & co
17645 NW 27th AVE.
MIAMI, FL. 33056
(305)621-7555

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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:

THIRD: The date of each amendment's adoption: <u>Aug- 15th 1997</u>

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FOURTH: Adaption 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.	ı
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 day 18 of August. 19 (15)	
Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the sharpholders)	
OR	
(By a director if adopted by the directors)	
(n) a director is anopied of the directors)	
OR	
(By an incorporator if adopted by the incorporators)	
JENNIFER JONES	
Typed or printed nume	
PRESIDENT	
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