

INTERNATIONAL MUSIC GROUP, INC.

P97000004157

September 25, 1997

State of Florida
Department of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

400002307784--1
-09/30/97--01050--002
*****35.00 *****35.00

To Whom It May Concern,

Please find enclosed an Amendment to Articles of Incorporation for Gina D., Inc., also Consents for Action for this amendment, and a check in the amount of \$35.00 for the fee. Should you have any questions or concerns regarding this matter please contact me at 407-805-9131.

Thank you.

Sincerely,


Debbie Gniadek / Executive Assistant

FILED
97 SEP 30 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend E Name change
NFG
10-7-97

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
GINA D., INC.**

FILED
97 SEP 30 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being President of GINA D., INC. does hereby amend its Articles of Incorporation as follows :

ARTICLE III

NAME

Effective upon the date of the filing of this amendment, the name of the Corporation shall be INTERNATIONAL MUSIC GROUP, INC.

ARTICLE IV

CAPITAL STOCK

Effective upon the date of the filing of this amendment, the capital stock of this Corporation shall consist of 750,000 shares of common stock, having a par value of \$.01.

I hereby certify the following was adopted by a majority vote of shareholders and directors of the corporation on September 25, 1997 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereto subscribed to and executed this Amendment to Articles of Incorporation this 25th day of September, 1997.

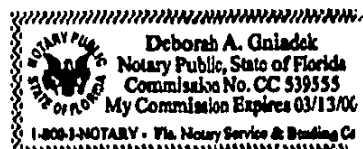

Joey DiFrancesco, President

State of Florida
County of Seminole

The foregoing instrument was acknowledged before me this 25th day of September, 1997, by Joey DiFrancesco, who is personally known to me.


Deborah Gniadek, Notary

My commission expires : March 13, 2000



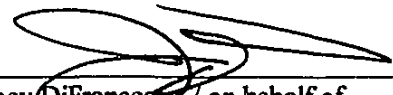
**CONSENT OF ACTION OF DIRECTORS AND MAJORITY
SHAREHOLDERS OF
GINA D., INC.**

The undersigned, being Director and majority shareholder of Gina D., Inc., a Florida Corporation [hereinafter the Company] does hereby unanimously consent to the following actions taken and done at 12:00 p. m. on this 25th day of September, 1997, pursuant to applicable Florida Statutes.

RESOLVED : To change the name of the Company to International Music Group, Inc.

RESOLVED : The capital stock of this Corporation shall consist of 750,000 shares of common stock, having a par value of \$.01.

There being no further business, the meeting was adjourned.



Joey DiFrancesco / on behalf of
Gina D., Inc.