

P97000004157  
*International Music Group, Inc.*

*A Subsidiary of International Resorts and Entertainment Group, Inc.*

January 28, 1998

State of Florida  
Department of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

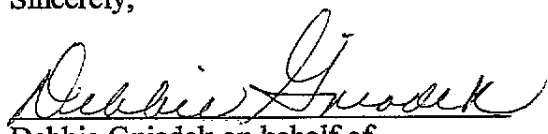
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Dear To Whom It May Concern,

Please find enclosed an Amendment to Articles of Incorporation for International Music Group, Inc., a Consent of Action and a check in the amount of thirty-five dollars [\$35.00] for the recording fee of these documents. Should you have any questions please contact Debbie Gniadek at 407-805-9131.

Thank you.

Sincerely,



Debbie Gniadek on behalf of  
Joey DiFrancesco / C E O

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amend.  
02-05-98  
CC

**AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL MUSIC GROUP, INC.**

THE UNDERSIGNED, being President of, INTERNATIONAL MUSIC GROUP, INC.  
does hereby amend its Articles of Incorporation as follows :

**ARTICLE IV**

**CAPITAL STOCK**

Effective upon the date of the filing of this amendment, the capital stock of this Corporation shall consist of 7,500,000 shares of common stock, having a par value of \$.01.

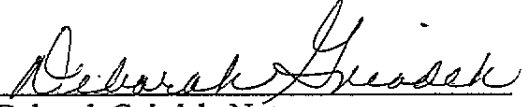
I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on January 26, 1998 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereto subscribed to and executed this Amendment to Articles of Incorporation this 26<sup>th</sup> day of January, 1998.

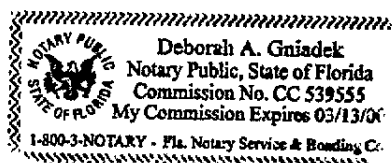
  
Joey DiFrancesco, President

State of Florida  
County of Seminole

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of January, 1998, by Joey DiFrancesco, who is personally known to me.

  
Deborah Gniadek, Notary

My commission expires : 3/13/2000



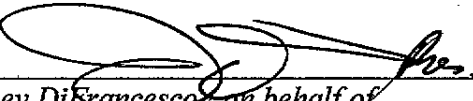
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**CONSENT OF ACTION OF DIRECTORS AND MAJORITY SHAREHOLDERS OF  
INTERNATIONAL MUSIC GROUP, INC.**

*The undersigned, being Director and majority shareholder of International Music Group, Inc., a Florida Corporation [hereinafter the Company] does hereby unanimously consent to the following actions taken and done at 9:00 a. m. on this 26<sup>th</sup> day of January, 1998, pursuant to applicable Florida Statutes.*

**RESOLVED:** *The capital stock of this Corporation shall consist of 7,500,000 shares of common stock, having a par value of \$.01.*

*There being no further business, the meeting was adjourned.*

  
\_\_\_\_\_  
*Joey DiFrancesco on behalf of  
International Music Group, Inc.*