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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305) 599-0839

ACCT#: 071001002335

FAX #: (305) 716-0346

NAME: MUSIC IN A BOX, INC., MUSIC AND GIFTS

AUDIT NUMBER.....H98000009155

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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Amendment  
05/15/98  
DC

5/14/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
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CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839 FAX #: (305)716-0346

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 15, 1998

**MUSIC IN A BOX, INC., MUSIC AND GIFTS**  
1820 SW 83RD AVE.  
MIAMI, FL 33155

**SUBJECT: MUSIC IN A BOX, INC., MUSIC AND GIFTS**  
**REF: P97000056123**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000009155  
Letter Number: 798A00027184

H98000009155

MUSIC IN A BOX, INC, MUSIC AND GIFTS

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

Pursuant to the provision 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 )

ARTICLE EIGHT (amended)

The number of directors constituting the board of directors of the corporation is one. The name and address of the person who is to serve as a member of the board of directors is:

Gonzalo Gutierrez Rodriguez

4021 Lejune Road  
Coral Gables, Fl 33146

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:

PREPARED BY: ASHLAND INSURANCE AGENCY  
608 N.W. 57 Ave.  
Miami, Fl. 33126  
(305)262-4053

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TALLAHASSEE, FLORIDA

H98000009155

May 11, 1998

THIRD The date of each amendment's adoption \_\_\_\_\_

FOURTH: Adoption 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.

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):

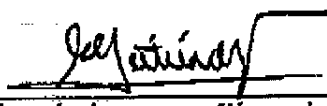
"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

XX 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 incorporator(s) without shareholder action and shareholder action was not required.

Signed this 11 day of MAY, 19 98

Signature

  
(By the chairman or Vice chairman of the Board of Directors, President or other officer if adopted by the shareholder(s))

OR

(By a director if adopted by the Directors)

OR

(By an incorporator if adopted by the incorporator(s) )

GONZALO GUTIERRES RODRIGUEZ

Typed or print name

CHAIRMAN

Title