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November 10, 1997

The Honorable Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

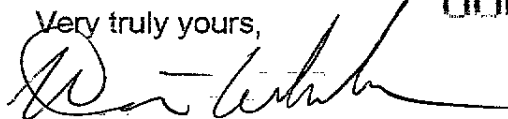
RE: Toon-Up Records, Inc.
Incorporation Date: October 23, 1997
Document No: P9700091224
My Clients: Clarence and Doris Keeley

Dear Ms. Mortham:

I wish to make a correction in the Articles Of Incorporation. Under Article VI, Vice President and Treasurer should be Doris L. Keeley, instead of Doris S. Keeley.

All other information regarding this corporation is correct.

Very truly yours,



WILLIAM WOHLISIFER
Registered Agent

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WW:sew
Encs.

cc: Mr. and Mrs. Keeley

correction
of
name
WRC
11/17