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(Also admitted in Pennsylvania)

OF COUNSEL

KENNETH B. WHEELER, LL.M. Tax

P98000012074

November 4, 1998

Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Blue Records, Inc.

000002682280--9
-11/06/98--01068--015
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment for the above referenced for filing with the Florida Secretary of State. Please return the file stamped copy in the envelope provided.

Also enclosed is my firm check in the amount of \$35.00 to cover the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely yours,



Leslie Smith

/s

Enclosures

NC
11-10-98
DWS

FILED
98 NOV -6 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
BLUE RECORDS, INC.**

1. The following provisions of the Articles of Incorporation of Blue Records, Inc., a Florida corporation, filed in Tallahassee on February 5, 1998, be and they hereby are amended in the following particulars.

Article 1 is hereby amended to read as follows:

ARTICLE I

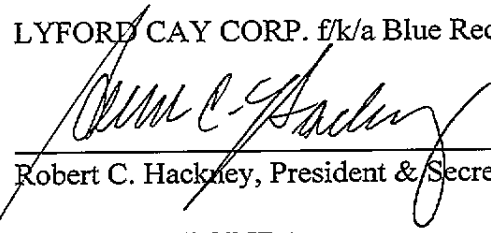
The name of the corporation shall be LYFORD CAY CORP.

2. The foregoing amendments were adopted unanimously by the Stockholders and Directors of the corporation on the 2nd day of November, 1998.

3. The number of votes cast for the Amendment by the Shareholders was sufficient for approval

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 4th day of November, 1998.

LYFORD CAY CORP. f/k/a Blue Records, Inc.

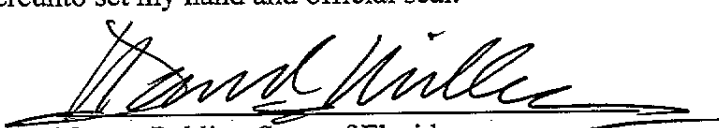

Robert C. Hackney, President & Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

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98 NOV -6 AM 11:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On this 4th day of November, 1998, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Robert C. Hackney, to me personally known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public - State of Florida

