



ACCOUNT NO. : 072100000032

REFERENCE : 089241 7146642

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pigott

ORDER DATE : January 6, 1999

ORDER TIME : 12:47 PM

ORDER NO. : 089241-005

CUSTOMER NO: 7146642

CUSTOMER: Michael D. Harris, Esq
Michael Harris, P.a.
Suite 550
1645 Palm Beach Lakes Blvd.
West Palm Beach, FL 33401

FILED
99 JAN -6 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

DOMESTIC AMENDMENT FILING

NAME: MUZIC DEPOT, INC.

EFFECTIVE DATE:

000002732220--5

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

SECRETARY OF STATE
99 JAN -6 PM 1:44
TALLAHASSEE, FLORIDA
ROE
1/7/99

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MUZIC DEPOT, INC.**

99 JAN -6 PM 2:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.0704, §607.0725, §607.0726, §607.1001, and §607.1003 of the Florida Business Corporation Act (the "Act"), Muzic Depot, Inc. (the "Corporation") adopts this Amendment to the Articles of Incorporation set forth below:

1. The name of the Corporation is Muzic Depot, Inc.
2. The principal address of the Corporation is 11891 U.S. Highway One, Suite 203 North Palm Beach, Florida 33409.
3. The following amendments to the Corporation's Articles of Incorporation were adopted by the unanimous consent of the board of directors and a majority of the shareholders entitled to vote of the Corporation on the 4th day of January, 1999 in accordance with and in a manner prescribed by the Act.

Article IV is hereby amended as follows:

Article IV - Capital Stock

This corporation is authorized to issue 50,000,000 shares of common stock, \$0.001, par value.

Article VIII is hereby adopted as follows:

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

Article IX is hereby adopted as follows:

Article IX - Indemnification

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the corporation shall indemnify its officers and directors and former officers and directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an officer or director of the corporation.

Article X is hereby adopted as follows:

Article X - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Pursuant to §607.0704(3), timely notice of the shareholder authorization obtained by written consent on January 4, 1999 has been provided to those shareholders who have not consented fairly summarizing the material features of the authorized action.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed the foregoing Amendment to the Corporation's Articles of Incorporation this 4th day of January, 1999.

MUZIC DEPOT, INC.

By: 

Peter Buzanis, President