

Feb. 12. 1999 11:54AM

No. 5393 P. 1/3

Division of Corporations

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P98000041508

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BASIC AMENDMENT  
SCI - FI RECORDS & MUSIC, INC.

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
SCI-FI RECORDS & MUSIC, INC.**

The following provisions of the Articles of Incorporation of Sci-Fi Records & Music, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on May 7, 1998, document number P98000041508, be and they are hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE I**

The name and address of the principal office and mailing address of the Corporation is as follows:

Agean Investments, Inc.  
1830 West Broward Boulevard  
Fort Lauderdale, FL 33312

The name and address of the current registered agent of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. Article VI of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE VI**

The street address of the registered office of this Corporation is 110 SE 6th Street, 15th Floor, Fort Lauderdale, FL 33301 and the name of the registered agent of this Corporation at such address is Matthew Zifrony, Esq.

Article VII of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

**ARTICLE VII**

This Corporation shall have at least one (1) and no more than five (5) directors. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than one (1). The name and address of the sole director of the Corporation is as follows:

Raymond Talarico  
1830 West Broward Boulevard  
Fort Lauderdale, FL 33312

Prepared By: Matthew Zifrony, Esq.  
Bar No. 885487  
c/o Tripp Scott  
110 SE 6th Street  
Fort Lauderdale, FL 33301  
(954) 525-7500

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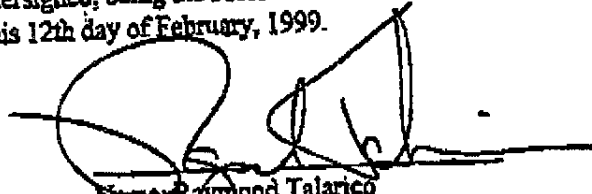
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The foregoing amendments were adopted by a Joint Consent Action of the Shareholders and Board of Directors of this Corporation, dated the 11th day of February, 1999. The number of votes cast by the shareholders in favor of the foregoing amendments was sufficient to approve the foregoing amendments.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 12th day of February, 1999.



Name: Raymond Talarico  
Title: President

THE UNDERSIGNED, named as the registered agent in this Amendment to the Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.



Matthew Zifrony

Prepared By: Matthew Zifrony, Esq.  
Bar No. 885487  
c/o Tripp Scott  
110 SE 6th Street  
Fort Lauderdale, FL 33301  
(954)525-7500

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