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BASIC AMENDMENT

LIDERES RECORDS, INC.

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ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
LIDERES RECORDS, INC.
a Florida corporation

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Article of Incorporation.

FIRST: ARTICLE I of the Articles of Incorporation of LIDERES RECORDS, INC., a Florida corporation (the "Corporation"), is hereby deleted in its entirety and replaced with the following Article I:

ARTICLE I

The name of the corporation is:

LIDERES ENTERTAINMENT GROUP, INC.

and the principal place of business is:

3191 Coral Way
Suite 110
Miami, Florida 33145

SECOND: The foregoing Amendment to the Articles of Incorporation of LIDERES RECORDS, INC. a Florida corporation, was approved and adopted by means of a unanimous written action of the Directors of the Corporation, dated July 26, 1999, without shareholder action and shareholder action was not required.

Audit No. H99000018406 1
This instrument was prepared by: _
Salomon B. Esquenazi, Esq.
Rasco, Reininger & Perez, P.A.
5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126
(305) 261-0500

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IN WITNESS WHEREOF, the undersigned Directors of the Corporation,
pursuant to the approval granted by the Directors of the Corporation, have executed these
Articles of Amendment, this 26 day of July, 1999.


Felix Castillo, Director

1334-0013/77583.dor

Audit No. H99000018406 1
This instrument was prepared by:
Salomon B. Esquenazi, Esq.
5200 Blue Lagoon Drive
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