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00 JAN 14 PM 4:29
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 552503 121767A

AUTHORIZATION

Patricia Pujut

COST LIMIT : \$ 35

ORDER DATE : January 14, 2000

Amend

ORDER TIME : 11:22 AM

700003098987--8

ORDER NO. : 552503-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Heather Irving
Karp & Genauer, P.a.
Suite 1202
2 Alhambra Plaza
Coral Gables, FL 33134

DOMESTIC AMENDMENT FILING

NAME: PLAZAMUSICA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

RECEIVED
00 JAN 14 PM 12:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AJR
1/14/00

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
PLAZAMUSICA, INC.**

FILED
00 JAN 14 PM 4: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of PLAZAMUSICA, INC., a Florida corporation (the "Corporation"), which were filed on November 12, 1998, be and are hereby amended in the following manner:

In order to increase the number of authorized shares of capital stock of the Corporation, to effect a one hundred-for-one stock split of the outstanding shares of common stock of the Corporation and to change the par value of said common stock, Article V of the Articles of Incorporation is hereby deleted in its entirety and the following is hereby inserted in its place and stead:

"ARTICLE V

- (a) The number of shares of capital stock which the Corporation shall have the authority to issue is 7,000,000 shares; of such shares the number of shares of Common Stock which the Corporation shall have the authority to issue is 5,000,000 shares, par value \$0.01 per share ("Common Stock"), and the number of shares of Preferred Stock which the Corporation shall have the authority to issue is 2,000,000 shares, par value \$0.01 per share ("Preferred Stock").
- (b) Each share of Common Stock outstanding immediately prior to the adoption of this Article shall become one hundred (100) shares of Common Stock.
- (c) The Board of Directors is hereby expressly authorized, at any time or from time to time to divide any or all of the shares of the Preferred Stock into one or more series, and in the resolution or resolutions establishing a particular series, before issuance of any of the shares of the particular series, to fix and determine the number of shares and the designation of such series, so as to distinguish it from the shares of all other series and classes, and to fix and determine the preferences, voting rights (including a determination that there shall be no voting rights), qualifications, privileges, limitations, options, conversion rights, restrictions and other special or relative rights of the Preferred Stock or of such series, to the fullest extent now or hereafter permitted by the laws of the State of Florida including, but not limited to, variations between difference series in the following respects:

- (i) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares of such series then outstanding) from time to time by the Board of Directors;
 - (ii) The annual dividend rate for such series, the dates in each year on which dividends on such series shall be payable and the date or dates from which such dividends shall commence to accrue;
 - (iii) The price or prices at which, and the terms and conditions upon which, the shares of such series may be redeemable;
 - (iv) The purchase or sinking fund provisions, if any, for the purchase or redemption of shares of such series;
 - (v) The preferential amount or amounts payable upon such shares of such series in the event of the liquidation, dissolution or winding up of the Corporation;
 - (vi) The voting rights, if any, of the holders of shares of each series;
 - (vii) The terms and conditions, if any, upon which shares of such series may be converted and the class or classes or series of shares of the Corporation or other securities into which such shares may be converted;
 - (viii) The relative seniority, parity or junior rank of such series as to dividends or assets with respect to any other classes or series of stock then or thereafter to be issued;
 - (ix) Such other terms, qualifications, privileges, limitations, options, restrictions and special or relative rights and preferences, if any, of shares of such series as the Board of Directors may, at the time of such resolution or resolutions, lawfully fix and determine under the laws of the State of Florida .
- (d) No holder of Common Stock or of any other class of stock of the Corporation shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of stock of any class or of securities convertible into any stock

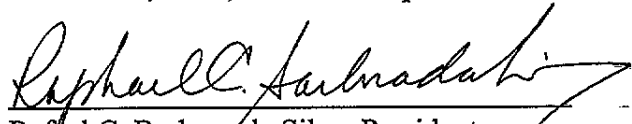
of any class, whether now or hereafter authorized and whether issued for cash or other consideration or by way of dividend and the Corporation may issue shares, option rights or securities having option or conversion rights without first offering them to shareholders of any class.”

The undersigned hereby certifies that the foregoing amendment to the Articles of Incorporation of the Corporation were duly approved and adopted by the unanimous written consent of the directors of the Corporation and by the written consent of a majority of the shareholders of the Corporation on January 13, 2000. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 13 day of January, 2000.

PLAZAMUSICA, INC., a Florida corporation

By:


Rafael C. Barbosa de Silva, President

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