

P98000100100

discodirect.com, Inc.

FILED
99 FEB - 3 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Division of Corporations:

Please affect the enclosed amendments to the articles of incorporation of discodirect.com, Inc.

This new article will name Drew Axelrod as Chairman of the Board and as a member of the board of directors and as an officer - President.

This new article will also name Jeff Yee as a member of the board of directors and also as an officer - Vice President.

Please find the \$35.00 change fee enclosed.

Thank you.

Sincerely,

Drew Axelrod
Drew Axelrod, President

Jeff Yee
Jeff Yee, Vice President

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*****35.00 *****35.00

AMEND
[Signature]

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

discodirect.com, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article 6: It has been decided by the incorporator of discodirect.com, Inc. on 1/15/99 that Drew Axelrod of 56 N. Federal Hwy. ^{Danville} act as Chairman of the Board of Directors for one year hence and also as an officer as President for one year hence commencing immediately with all the powers to run the corporation. Also that Jeff Lee be made vice-president + a director for one year hence.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 1/15/99

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) were approved by the shareholders. The number of votes cast for the amendment(s) were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

(OVER)

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The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15 day of January, 19 99.

Signature Drew Axelrod, incorporator, Jeff Yee,
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) DREW AXELROD, incorporator

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DREW AXELROD, Drew Axelrod / Jeff Yee,
Typed or printed name
INCORPORATOR
Title
incorporator

*Drew Axelrod,
 President
 discodirect.com
 1/15/99*

Article 7 : names of directors + officers of discodirect.com, inc.

Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: DREW AXELROD

Address: 56 N. FEDERAL HWY., DANIA, FL 33004

Vice Chairman: _____

Address: _____

Director: DREW AXELROD

Address: 56 N. FEDERAL HWY.
DANIA, FL 33004

Director: JEFF YEE

Address: 559 Pennsylvania Ave.
San Francisco, CA 94107

OFFICERS (Street address only - P.O. Box NOT acceptable)

President: DREW AXELROD

Address: 56 N. FEDERAL HWY.
DANIA, FL 33004

Vice President: JEFF YEE

Address: 559 Pennsylvania Ave.
San Francisco, CA 94107

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

Drew Axelrod, Drew Axelrod
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

DREW AXELROD, incorporator & president

(Typed or printed name and capacity of person signing application)

Jeff Yee, 86 incorporator & vice-president