

Division of Corporations

Page 1 of 2

P 99000005363

Florida Department of State

Division of Corporations

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MARSMUSIC.COM, INC.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 19, 2001

MARSMUSIC.COM, INC.
5300 N POWERLINE RD.
FT. LAUDERDALE, FL 33309

SUBJECT: MARSMUSIC.COM, INC.
REF: P99000005363

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

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Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
marsmusic.com, INC.**

The following provision of the Articles of Incorporation of marsmusic.com, Inc., a Florida corporation (the "Corporation"), Charter Number P99000005363, be, and it is hereby, amended as set forth below:

Article I of the Articles of Incorporation of the Corporation is amended by deleting it in its entirety and inserting a new Article I to read as follows:

**ARTICLE I
NAME OF CORPORATION**

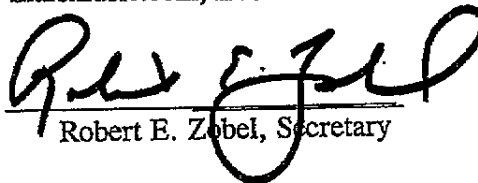
The name of the corporation is MARS Music Direct, Inc. (hereinafter the "Corporation").

The foregoing amendment was adopted by at a meeting of the Board of Directors held on March 15, 2001 and by written consent of the majority shareholders dated as of March 15, 2001.

The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 15th day of March, 2001.

marsmusic.com, INC.


Robert E. Zobel, Secretary