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May 17, 2000

Florida Department of State
Division of Corporations
Amendment Section
409 East Gains Street
Tallahassee, FL 32399

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Re: Articles of Amendment Vibe Records Holdings, Inc.
(formerly called "Miami-Dade Auto and Home
Insurance, Inc.)

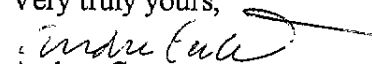
Dear Sir or Madam:

Enclosed please find the following items to support the designation of new series of Preferred Stock by the above-named corporation:

- A Unanimous Written Consent of the Board of Directors designating a new series of preferred stock called the "Series 2000 Preferred Convertible Stock";
- Articles of Amendment designating that new series; and
- A check in the amount of \$35.00 to cover your filing fee.

Kindly acknowledge receipt of the above by stamping the enclosed copy of this letter as received and return it to my office in the enclosed self addressed stamped envelope.

Very truly yours,


Andrea Cataneo

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Exhibit A

Vibe Records Holdings, Inc.

Articles of Amendment setting forth the
Preferences, Limitations and Relative Rights of the
2000 Series of Convertible Preferred Stock

Par Value \$.001 Per Share
Liquidation Value and Stated Capital \$1.25 Per Share

Pursuant to Section 607.0602 of the
Florida Corporations Act

The undersigned, President of Vibe Records Holdings, Inc., a Florida Corporation (hereinafter called the "Company"), does hereby certify and amend as required by Section 607.0602 of the Florida Corporations Act that the following resolution has been duly adopted by the Board of Directors of the Company:

RESOLVED, that pursuant to authority expressly granted to and vested in the Board of Directors of the Company by the provisions of the Articles of Incorporation, as amended (hereinafter the "Articles of Incorporation") of the Company, there hereby is created, out of the 10,000,000 shares of preferred stock of the Company authorized in Article III of its Articles of Incorporation, as amended (the "Preferred Stock"), a series of Four Million(4,000,000) shares, which series shall have the following preferences, limitations and relative rights (in addition to the designations, powers, preferences, rights, qualifications, limitations and restrictions set forth in the Articles of Incorporation of the Company which are applicable to the Preferred Stock):

1. Designation.

The designation of the said series of the Preferred Stock shall be the "2000 Series of Convertible Preferred Stock" (referred to in this Certificate as the "2000 Series").

2. Number of Shares; Par Value.

The number of shares of the 2000 Series shall be limited to

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TALLAHASSEE, FLORIDA

Four Million (4,000,000). The shares of the 2000 Series shall be issued as full shares and shall have a par value of one-tenth of a cent (\$.001) per share and a stated capital of One Dollar and Twenty Five Cents (\$1.25) per share.

3. Dividends.

(a) The holders of the 2000 Series shall be entitled to receive, out of any funds of the Company at the time legally available for the declaration of dividends, a dividend equivalent to that declared and/or paid with respect to the shares of the Common Stock of the Company. The Company shall have no duty to declare any dividend, regardless of the funds legally available for the declaration of a dividend; it being the intent that the shares of the 2000 Series be entitled to a dividend only if a dividend is declared with respect to the Company's Common Stock.

4. Liquidation.

In the event of a liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, at any time prior to the date that the shares of 2000 Series have been converted to shares of Common Stock of either the Company or Vibe Records Group, Inc., as provided below, the holders of shares of 2000 Series shall be entitled to receive out of the assets of the Company legally available therefor, whether such assets are capital or surplus of any nature, the sum of One Dollar and Twenty-Five Cents (\$1.25) per share, and, in addition to such amount, a further amount equal to the dividends declared but unpaid and accumulated thereon, to the date of such distribution, and no more, before any payment shall be made or any assets distributed to the holders of shares of Common Stock. If upon such liquidation, dissolution, or winding up, whether voluntary or involuntary, the assets distributed among the holders of all classes of the 2000 Series shall be insufficient to permit the payment to such shareholders of the full preferential amounts, then the entire assets of the Company to be distributed

shall be distributed ratably among the holders of the 2000 Series.

5. Voting.

The 2000 Series shall have voting rights. For voting purposes, such series shall be considered part of the Common Stock and shall vote with the Common Stock, rather than as a separate series of preferred stock. Each share of the 2000 Series shall have one vote per share.

6. Automatic Conversion into Shares of Common Stock of the Company.

If and when the Company's Common Stock has been accepted by the NASD for listing on the NASD's Over The Counter Bulletin Board(~~OTCBB~~) and the NQB pink sheets on or before September 30, 2000, each share of the 2000 Series shall be automatically converted into one (1) fully paid and nonassessable share of Common Stock of the Company, upon the following terms and conditions:

(i) The Company will notify the holder of any of the shares of the 2000 Series in writing that the Company's Common Stock has been accepted for trading on the NASD's OTCBB and the NQB pink sheets (the date on which the Company mails such written notice being referred to herein as "the notification date"), and such holder shall within ten (10) business days after the notification date, surrender the certificate or certificates representing the shares of the 2000 Series held by such holder to the transfer agent of the Company, duly endorsed in blank for transfer, with his or her signature Medallion guaranteed.

(ii) As soon as practicable after the expiration of ten (10) business day period referred to above, the Company shall cause to be issued and delivered, at the office of

its transfer agent, to or on the order of the holder of the certificates for the 2000 Series thus surrendered, a certificate or certificates for the number of full shares of Common Stock issuable hereunder upon the conversion of the shares of the 2000 Series. Such conversion shall be deemed to have been effected automatically, and the person in whose name any certificates for Common Stock are issuable upon conversion shall be deemed to have become automatically, at the close of business on the 10th business day after the notification date, the holder of record of the shares of Common Stock represented thereby. Any certificates, or uncertificated shares in the 2000 Series shall become null and void upon the expiration of ten (10) business days after the notification date, and the holder shall have no further rights in the 2000 Series except to receive Common Stock of the Company.

(iii) Earned and declared but unpaid dividends, if any, on the 2000 Series shall be convertible in the same manner and on the same terms as the shares of the 2000 Series.

(iv) As long as any of the shares of the 2000 Series remain outstanding, the Company shall take all steps necessary to reserve and keep available a number of the authorized but unissued shares of the Company's Common Stock sufficient for issuance upon conversion of all outstanding shares of the 2000 Series issuable thereunder

(v) All shares of the 2000 Series that are converted as provided herein shall be canceled and retired, whether or not surrendered, and no further shares of the 2000 Series shall be issued in lieu thereof.

(vi) The automatic conversion described above shall be subject to such further terms and conditions as may from time be adopted by the Board of Directors of the Company, provided they do not adversely affect the rights of the holders of the 2000 Series and are not inconsistent with the foregoing provisions.

(vii) All shares of Common Stock of the Company issued upon the conversion of the shares of the 2000 Series shall be validly issued and outstanding, and fully paid and nonassessable.

7. Automatic Conversion into Shares of Vibe Records Group, Inc.

If the Common Stock of the Company is not accepted for listing on the NASD'S OTCBB and the NQB pink sheets on or before September 30, 2000, each share of the 2000 Series shall be automatically converted, under the terms and conditions outlined below, into one (1) fully paid and nonassessable share of Common Stock of the Company's wholly owned subsidiary, Vibe Records Group, Inc. (VRI) upon the following terms and conditions:

(i) The Company will notify the holder of any of the shares of the 2000 Series in writing that the Company's Common Stock has not been accepted for trading on the NASD's OTCBB and the NQB pink sheets by September 30, 2000 (the date the Company mails such written notification being referred to herein as the notification date), and such holder shall, within ten (10) business days of the notification date, surrender the certificate or certificates representing such holder's shares of Series 2000 Preferred Stock to the Company's transfer agent, duly endorsed in blank for transfer with his or her signature Medallion guaranteed.

(ii) As soon as practicable after the expiration of the 10 business day period referred to above, VRI shall cause to be issued and delivered, at the office of the transfer agent, to or on the order of the holder of the certificates thus surrendered, a certificate or certificates for the number of full shares of Common Stock of VRI issuable hereunder upon the conversion of such shares of the 2000 Series. Such conversion shall be deemed to have been effected automatically at the closing of business of the tenth (10th) business day after the notification date, and the person in whose name any certificate or certificates for Common Stock are issuable upon conversion of the Series 2000 Preferred Stock shall be deemed to have become on such date the holder of record of the shares of Common Stock of VRI represented thereby. Any certificates, or uncertificated shares in the 2000 Series shall become null and void upon the expiration of ten (10) business days after the notification date, and the holder shall have no further rights in the 2000 Series except to receive Common Stock of VRI.

(iii) As long as any of the shares of the 2000 Series remain outstanding, the Company shall cause VRI to take all steps necessary to reserve and keep available a number of the authorized but unissued shares of Common Stock of VRI sufficient for issuance upon conversion of all outstanding shares of the 2000 Series.

(iv) All shares of the 2000 Series that are converted as provided herein shall be canceled and retired, whether or not surrendered, and no further shares of the 2000 Series shall be issued in lieu thereof.

(v) The automatic conversion described above shall be subject to such further terms and conditions as may from time to time be adopted by the Board of Directors of the Company, provided they do not adversely affect the rights

of the holders of the 2000 Series and are not inconsistent with the foregoing provisions.

(vi) All shares of VRI's Common Stock issued upon the conversion of the shares of the 2000 Series shall be validly issued and outstanding, and fully paid and nonassessable.

8. No Preemptive Rights.

No holder of any shares of the 2000 Series or the Common Stock of either the Company or VRI, as the case may be, issuable upon conversion of the shares of the 2000 Series, shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of shares of any class or series, junior or senior thereto, or securities convertible into, exchangeable for, or exercisable for the purchase of, shares of any class or series, junior or senior, whether now or hereafter authorized, and whether issued for cash, property, services, by way of dividends, or otherwise.

IN WITNESS WHEREOF, the Company has caused this Certificate to be duly executed on its behalf by its undersigned President and attested to by its Secretary this 8th day of May, 2000.

ATTEST:

[Corporate Seal]

Secretary

VIBE RECORDS HOLDINGS, INC.

By:

President

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**UNANIMOUS WRITTEN CONSENT
IN LIEU OF FORMAL ACTION BY THE BOARD OF DIRECTORS OF
VIBE RECORDS HOLDINGS, INC.**

(formerly MIAMI DADE AUTO AND HOME INSURANCE, INC.)

The undersigned, being all of the members of the Board of Directors of **Vibe Records Holdings, Inc.**, a Florida Corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Corporations Act, sections 607.0821 and 607.0822, do hereby waive any and all requirements for the holding of a meeting of the Board of Directors of the Corporation and do hereby unanimously take the following actions and adopt the following preambles and resolutions by signing their written consent hereto:

WHEREAS, pursuant to the authority conferred upon the Board of Directors by the Articles of Incorporation, as amended, of the Corporation, and pursuant to the provisions of Section 607.0602 of the Florida Corporation Act, the Board has made the following resolutions:

RESOLVED, that pursuant to the authority expressly granted and vested in the Board of Directors of this Corporation in accordance with the provisions of its Articles of Incorporation, as amended, a series of Preferred Stock of the Corporation is hereby given the distinctive designation of "2000 Series Convertible Preferred Stock, \$1.25 par value" hereinafter referred to as Series 2000, such series to consist of 4,000,000 shares, of which the preferences, limitations and relative rights are as defined in the *Articles of Amendment setting forth the Preferences, Limitations and Relative Rights of the 2000 Series of Convertible Preferred Stock* attached hereto as Exhibit "A."

NOW, THEREFORE, BE IT RESOLVED that the Series 2000 be, and hereby is, designated, approved and adopted; and

FURTHER RESOLVED that the officers of the Corporation be, and they hereby are, authorized and directed to do all such acts and things and to execute such documents, agreements, and certificates in the name and on behalf of the Corporation, and to deliver or file such documents agreements and certificates when executed, and to take all such other action, with any such person, as is necessary, and to pay all filing fees and other fees expenses and charges as they, or any of them, may deem necessary and / or appropriate to

The undersigned, being all of the Directors of the Corporation, do hereby consent to all the actions described in the foregoing preambles and resolutions, and said actions and resolution shall have the same force and effect as if taken at a duly constituted meeting of the Board of Directors of the Corporation. This document shall be filed with the Secretary of the Corporation and shall be made a part of the minutes of the Corporation. This document may be signed in counterparts.

IN WITNESS WHEREOF, the undersigned Directors have hereunto set their hands and seals on this 3rd day of May 2000.

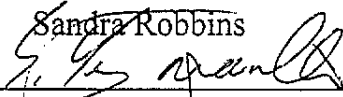
DIRECTORS:



(SEAL)

Manuel I.


(SEAL)

Sandra Robbins


(SEAL)
E. Terry Jaramillo