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August 24, 1999

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*****43.75 *****43.75

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

99 AUG 25 AM 9:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

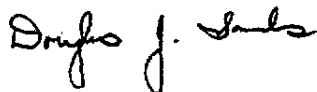
Re: The New Millenium C.D.'s and Cassettes, Inc.

Enclosed is the Articles of Amendment to Articles of Incorporation of The New Millenium C.D.'s and Cassettes, Inc. The only change being made is to add an additional "n" to Millenium.

Also enclosed is a check in the amount of \$43.75 which includes the filing fee of \$35.00 and one certified copy of \$8.75.

A self-addressed envelope has been enclosed for the return of the certified copy. Should you have any questions, please do not hesitate to contact me.

Sincerely,



Douglas J. Sanders

DJS/ms

Enclosures

N/C

V. SHEPARD SEP 2 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE NEW MILLENIUM C.D.'S & CASSETTES, INC.
(present name)

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TALLAHASSEE, FLORIDA

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 adopted to change the name of the corporation as originally stated in Article I of the Articles of Incorporation to: **THE NEW MILLENNIUM C.D.'S & CASSETTES, INC.**

SECOND: The date of the amendment's adoption is June 30, 1999.

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

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

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment.*

"The number of voted 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 30TH day of JUNE, 19 99.

Signature Stanley K. Michelson, Jr. **PRESIDENT Stanley K. Michelson, Jr.**
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)