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99 NOV -9 PM 5: 04
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 8, 1999

Department of State
Division of Corporations
Attention: Amendments
409 East Gaines Street
Tallahassee, FL 32399

800003041618--6
-11/09/99--01080--004
*****70.00--*****35.00


RE: Criteria Audio, Inc. and The Hit Factory of Florida, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment to the Articles of Incorporation to the two
(2) above names corporations. Enclosed is a check in the amount of \$70.00 to cover the filing fee.

Please send me proof of filing. Thank you for your cooperation in this matter.

Very truly yours,
GARY M. KRASNA, P.A.


Gary M. Krasna

N/c

V. SHEPARD NOV 18 1999

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
CRITERIA AUDIO, INC.

FILED
99 NOV -9 PM 5: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of CRITERIA AUDIO, INC., a Florida corporation ("Corporation"), filed with the Department of State on February 5, 1999, Charter No. P99000012664, bc, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I-NAME

"The name of the corporation ("Corporation") is CRITERIA MASTERING, INC."

The foregoing amendment was adopted by a Joint Corporate Action by the Directors and the Shareholders holding a majority of the voting stock of this Corporation, effective as of October 29, 1999

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment as of October 29, 1999.

CRITERIA MASTERING, INC.

By: 

EDWARD GERMANO, President