

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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DIVISION OF CORPORATIONS

## BASIC AMENDMENT

HARD DISC CAFE, INC.

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$43.75

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Corporate Filing

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Amendment

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**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
HARD DISC CAFE, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, being the sole Incorporator of Hard Disc Cafe, Inc., a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is Hard Disc Cafe, Inc.
2. The Corporation does not yet have directors or shareholders.
3. The following provisions of the Articles of Incorporation of the Corporation be and they hereby are amended in the following particulars:

- a) Article I be and it hereby is amended to read in its entirety as follows:

**"ARTICLE I. - NAME**

The name of this corporation is Hard Disk Cafe, Inc. (the "Corporation")"

- b) Article III be and it hereby is amended to read in its entirety as follows:

**"ARTICLE III. - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is Fifty Million (50,000,000) shares of Common Stock having a par value of \$0.01 per share.

Justin T. Wilson  
2601 S. Bayshore Drive  
Suite 1600  
Miami, FL 33133  
(305) 858-5555

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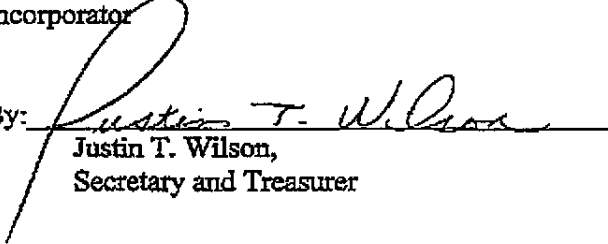
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4. The foregoing amendment was adopted by the Incorporator of the Corporation by written consent dated March 22, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 22nd day of March, 1999.

A Z REGISTERED AGENT CORPORATION,  
Incorporator

By:

  
Justin T. Wilson,  
Secretary and Treasurer

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