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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
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May 22, 2000

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Amendments

Re: HARD DISK CAFE, INC.

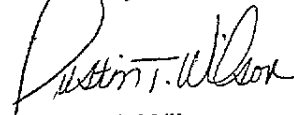
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*****43.75 *****43.75

Dear Sir/Madam:

Enclosed please find an originally executed Articles of Amendment to the Articles of Incorporation of the above-referenced entity, as well as a check in the amount of \$43.75 made payable to the Florida Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,


Justin T. Wilson
Legal Assistant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 12:05

name change
LFS
6-5-2000

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HARD DISK CAFE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 12:05

The undersigned, President of Hard Disk Cafe, Inc., a Florida 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 Disk Cafe, Inc.
2. Article I of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE I. NAME

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

3. The foregoing amendment was recommended by the Board of Directors to the shareholders on April 2, 1999.
4. The foregoing amendment was approved by the sole shareholder of the Corporation pursuant to Section 607.1003(5) on April 2, 1999.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 2nd day of April, 1999.



Michael Zwebner,
President