

Division of Corporations

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

HARVEST MUSIC INC.

Certificate of Status	0
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Amendment

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
HARVEST MUSIC INC.

FILED
00 MAY 12 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, HARVEST MUSIC INC., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation, as follows:

Article III is hereby amended to read:

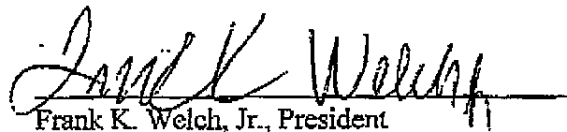
"ARTICLE III.
AUTHORIZED SHARES

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is twenty-six million (26,000,000) shares, comprised of:

- (i) twenty-five million (25,000,000) shares of Common Stock having a par value \$.001 per share; and
- (ii) one million (1,000,000) shares of Preferred Stock, having no par value, which may be issued from time to time in one or more series. The number of shares, the stated value and dividend rate, if any, of each such series and the preferences and relative, participating and special rights and the qualifications, limitations or restrictions shall be fixed in the case of each series by the Board of Directors at the time of issuance subject in all cases to the laws of the State of Florida applicable thereto and determined in accordance with the provisions of Section 607.0602 of the Florida Business Corporation Act."

The foregoing Amendment to the Articles of Incorporation of was approved by all the shareholders entitled to vote and the sole member of the Board of Directors of the Corporation on May 1, 2000 in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned authorized officer of this Corporation, has executed these Articles of Amendment this 1st day of May, 2000.


Frank K. Welch, Jr., President

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