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FROM THE DESK OF
ROBERT A. McNEELY
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December 12, 2000

VIA HAND-DELIVERY

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Blue Collar Records Inc.
Creed Merchandising, Inc.
Creed Recording, Inc.
Creed Touring, Inc.
Creed Wear, Inc.

200003497832--8
-12/12/00--01099--017
*****43.75 *****43.75

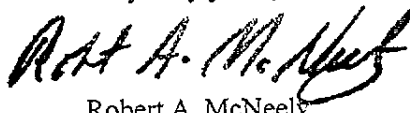
Dear Sir or Madam:

Enclosed please find:

1. Corporation Reinstatement for Blue Collard Records Inc.
(check for the filing and certified copy fee in the sum of \$758.75 enclosed)
2. Articles of Amendment for Blue Collar Records Inc.
(check for the filing and certified copy fee in the sum of \$43.75 enclosed)
3. Articles of Amendment for Creed Merchandising, Inc.
(check for the filing and certified copy fee in the sum of \$43.75 enclosed)
4. Articles of Amendment for Creed Recording, Inc.
(check for the filing and certified copy fee in the sum of \$43.75 enclosed)
5. Articles of Amendment for Creed Touring, Inc.
(check for the filing and certified copy fee in the sum of \$43.75 enclosed)
6. Articles of Amendment for Creed Wear, Inc.
(check for the filing and certified copy fee in the sum of \$43.75 enclosed)

Please contact my assistant, Cindy, and she will arrange for the certified copies to be picked up. Thank you.

Very truly yours,



Robert A. McNeely

*Stamped in my absence to
avoid delay in mailing*

RAM:cdp
Enclosure

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CREED WEAR, INC.**

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: Article VIII

The board of directors shall consist of a total of 3 persons and the name and address of the persons who are to serve as directors are:

President/Director: Mark Tremonti, c/o JHMP, 15 S. Orange Avenue, Orlando,
Florida 32801

Vice President/Director: Scott Stapp, c/o JHMP, 15 S. Orange Avenue, Orlando,
Florida 32801

Secretary/Director: Thomas Scott Phillips, c/o JHMP, 15 S. Orange Avenue,
Orlando, Florida 32801

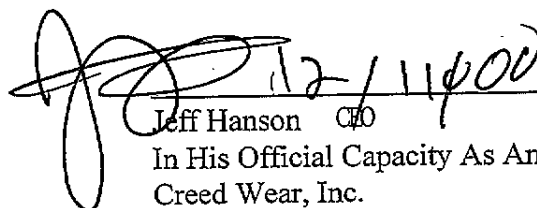
SECOND: Amendment adopted:

The principal place of business of Creed Wear, Inc. shall be:

c/o Jeff Hanson Management and Promotions
15 South Orange Avenue
Orlando, Florida 32801

These amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval. on August 7, 2000.

Signed this 12th day of December, 2000.


Jeff Hanson CEO
In His Official Capacity As An Officer of
Creed Wear, Inc.