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890237

OF COUNSEL
IRA MARCUS (MEMBER OF
FLORIDA, MASSACHUSETTS
AND NEW JERSEY BAR)
JOEL STEWART (MEMBER
OF FLORIDA AND
CONNECTICUT BAR)
MEIKE PAGEL (ADMITTED
TO PRACTICE IN
GERMANY ONLY)

February 3, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Via Express Mail #: EM443872712US

RE: ARTICLES OF MERGER and
ARTICLES OF AMENDMENT-NAME CHANGE
PARAMOUNT MUSIC & ENTERTAINMENT, INC.

900002774909--3
-02/05/99--01009--001
****122.50 *****43.75

Dear Sir/Madam:

Enclosed please find the following:

1. Articles of Merger (Florida Music & Entertainment, Inc.)
2. Merger Agreement (Plan of Merger)
3. Articles of Amendment to the Articles of Incorporation of Florida Music & Entertainment, Inc. (Name Change)
4. Check in the amount of One hundred twenty two dollars and fifty cents. (\$122.50)
Said check to be broken down as follows:
 - a. \$35.00 for Articles of Merger Re: Florida Music & Entertainment, Inc.
 - b. \$35.00 for Articles of Merger Re: Paramount Vending Inc.
 - c. \$8.75 for certified copy.
 - d. \$35.00 Articles of Amendment The Articles of Incorporation for Florida Music & Entertainment, Inc. for its name change.
 - e. \$8.75 For certified copy of Articles of name change.

Please note that on page 5 of the Merger Agreement, Article X under "NAME CHANGE" the name of the surviving corporation "FLORIDA MUSIC & ENTERTAINMENT" has been changed to "PARAMOUNT VENDING, INC."

I trust that the above correctly sets forth all the documentation required. If you have any questions regarding the aforementioned, please do not hesitate to call the undersigned. Thank you.

Yours very truly,

Dominick F. Miniaci
Dominick F. Miniaci, P.A.

DFM/cv
Enc

FILED
99 FEB -5 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

\$135.00
\$8.75

Sum of
890237
+ 85742
NC

298

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
FLORIDA MUSIC AND ENTERTAINMENT, INC.

TO: Department of State
Tallahassee, Florida

Pursuant to the provisions of Section 607.187 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment of its Articles of Incorporation.

1. The present name of the corporation is

FLORIDA MUSIC AND ENTERTAINMENT, INC.

2. The following amendment of the Articles of Incorporation was adopted by a meeting of the stockholders and directors of the corporation on December 30, 1998, in the manner prescribed by the Florida General Corporation Act and the change in the Articles is as follows:

a) The name of the corporation shall be changed from

FLORIDA MUSIC AND ENTERTAINMENT, INC.

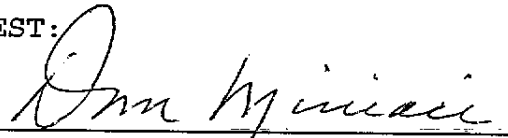
to: PARAMOUNT VENDING, INC.

3. The Adoption of Amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Dated: December 31, 1998 FLORIDA MUSIC AND ENTERTAINMENT, INC.

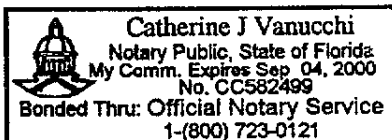

ALBERT J. MINIACI,
President and Director

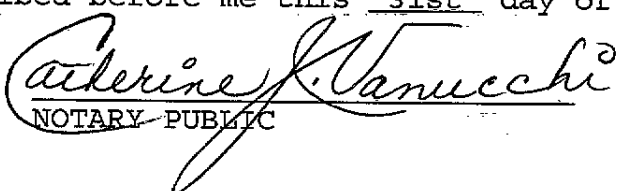
ATTEST:


DOMINICK F. MINIACI,
Secretary and Director

STATE OF FLORIDA
COUNTY OF BROWARD

SWORN TO and subscribed before me this 31st day of
December, 1998.




NOTARY PUBLIC

FILED
99 FEB - 3 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA