

F97000004892



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 005574 4319220
AUTHORIZATION : Patricia P.
COST LIMIT : \$ 35.00

ORDER DATE : October 22, 1998
ORDER TIME : 10:36 AM
ORDER NO. : 005574-030
CUSTOMER NO: 4319220

CUSTOMER: Michael Liotta, Esq
Viacom Inc.
1515 Broadway
51-35
New York, NY 10036

800002674388-2

RECEIVED
98 OCT 28 AM 11:28
DIVISION OF CORPORATIONS

FOREIGN FILINGS

NAME: BLOCKBUSTER MUSIC RETAIL, INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNER

FILED
98 OCT 28 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

see 10/28

PROFIT CORPORATION

**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

(Pursuant to s. 607.1504, F.S.)

FILED
98 OCT 28 PM 12:55
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SECTION I

(1-3 must be completed)

1. Blockbuster Music Retail, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Delaware 3. September 18, 1997
Incorporated under the laws of Date authorized to do business in Florida

SECTION II

(4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 26, 1998
5. Wherehouse Subsidiary I Co., Inc.
Name of corporation after the amendment, adding suffix "corporation", "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
- New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction



Signature

Ilene W. Stack
Typed or printed name

October 26, 1998
Date
Assistant Secretary
Title

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "BLOCKBUSTER MUSIC RETAIL, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "WHEREHOUSE SUBSIDIARY I CO., INC.", THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1998, AT 12:01 O'CLOCK P.M.

2734432 8320

981411778

9372272

10-26-98



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: