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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/5/05
Amend
[Signature]

N. WILLIAM JARVIS

2600 Virginia Avenue, N.W. Suite 701
Washington, D.C. 20037
202-204-8700

December 23, 2004

Amendments Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

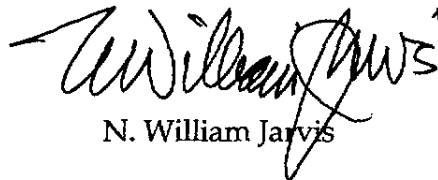
Dear Amendments Section:

Enclosed please find Articles of Amendment and a check in the amount of \$52.50 (for the fees for filing the Articles of Amendment, a Certificate of Status, and a Certified Copy). Please return all correspondence concerning this matter to:

N. William Jarvis
March 3rd Records, Inc.
Suite 701
2600 Virginia Avenue, N.W.
Washington, D.C. 20037

For further information concerning this matter, please call N. William Jarvis at 202-204-8700.

Very truly yours,



N. William Jarvis

NWJ:st

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

MARCH 3RD RECORDS, INC.

(Document Number P04000051614)

Pursuant to the provisions of Chapter 607 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I: The name of the corporation (which is hereinafter referred to as the "Corporation") is: MARCH 3RD RECORDS, INC.

ARTICLE II: The following amendments to the Articles of Incorporation were advised by the directors and adopted by the unanimous vote of the shareholders of the Corporation on December 15, 2004 in the manner prescribed by the Florida Statutes:

Article IV of the Articles of Incorporation of the Corporation shall hereby be amended to change the number of shares that the Corporation is authorized to issue by substituting the following amended Article IV in its entirety for the existing Article IV:

"ARTICLE IV: The aggregate number of shares of capital stock that the Corporation shall have the authority to issue is 50,000,000 shares, classified into two classes of capital stock, as follows:

25,000,000 shares of common stock, par value \$0.001 per share; and

25,000,000 shares of preferred stock, par value \$0.001 per share.

Except as otherwise required by law, each outstanding share of common stock shall be entitled to vote on each matter on which the stockholders of the Corporation shall be entitled to vote, and each holder of common stock shall be entitled to one (1) vote for each share of stock held by such holder.

Articles of Amendment to

Articles of Incorporation of March 3rd Records, Inc.

Page 2 of 2

Shares of preferred stock may be issued from time to time in one or more series as may be from time to time determined by the Board of Directors of the Corporation. The Board of Directors of the Corporation is hereby expressly granted authority to fix by resolution or resolutions adopted prior to the issuance of any shares of a particular series of preferred stock, the voting powers and the designations, preferences, and relative, participating, optional, and other special rights, and the qualifications, limitations, or restrictions of each such series, if any."


ARTICLE III: This amendment does not provide for any exchange, reclassification, or cancellation of issued shares.

ARTICLE IV: The effective date of this amendment shall be January 1, 2005.

ARTICLE V: The foregoing amendment was approved by the shareholders, and received an affirmative vote of the holders of one hundred percent (100%) of the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation on this 22nd day of December, 2004.

MARCH 3RD RECORDS, INC.

By: 
N. William Jarvis
Member of Board of Directors
and Executive Vice President