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CERTIFICATE OF AMENDMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
FOX FAMILY MUSIC, INC.

FILED  
in the office of the Secretary of State  
of the State of California

DEC 11 2001

*Bill Jones*  
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and secretary, respectively, of Fox Family Music, Inc. a California corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are hereby amended by striking out the corporate title and Article I thereof and by inserting in lieu thereof the following:


"ARTICLES OF INCORPORATION  
OF  
ABC FAMILY MUSIC, INC.

- I. The name of this corporation is ABC Family Music, Inc."
3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 1,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We further declare under the penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: November 26, 2001.

  
Stan Golden, President

  
Marsha L. Reed, Secretary