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CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
JVC MUSICAL INDUSTRIES, INC.,
a California corporation

FILED
In the office of the Secretary of State
of the State of California
MAY 01 1997

Bill Jones
BILL JONES, Secretary of State

Sanae Kiyota and Yoshitaka Kobayashi certify that:

1. They are the President and Chief Financial Officer, respectively, of JVC Musical Industries, Inc., a California corporation.

2. Article One of the Articles of Incorporation of this corporation is amended to read as follows:

One: The name of this corporation is:

JVC Music, Inc.

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 903 of the Corporations Code. The total number of outstanding shares of the corporation is 120,000 shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under 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.

Dated as of the 1st day of May, 1997.

Sanae Kiyota

SANAE KIYOTA

Yoshitaka Kobayashi

YOSHITAKA KOBAYASHI