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FILED  
In the office of the Secretary of State  
of the State of California

JUL 16 1990

*March Fong Eu*  
MARCH FONG EU, Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
GUNS 'N ROSES, INC.,  
a California Corporation

W. Axl Rose and Jeffrey Isbell certify that:

1. They are the President and Secretary, respectively,  
of Guns 'N Roses, Inc., a California corporation.

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

"The name of the corporation shall be:  
GUNS N' ROSES, INC."

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

4. The foregoing amendment of Articles of Incorporation  
has been duly approved by the required vote of Shareholders in  
accordance with Section 902 of the Corporation Code. The total  
number of outstanding shares of the corporation is 1000. The  
number of shares voting in favor of this amendment was 1000 or  
100%.

Dated: July 12, 1990.


*W. Axl Rose*  
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W. Axl Rose, President

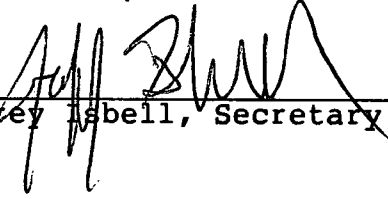
*Jeffrey Isbell*  
\_\_\_\_\_  
Jeffrey Isbell, Secretary

The undersigned declares under penalty of perjury that

the matters set forth in the foregoing certificate are true of his own knowledge.

Executed at Encino, California on July 12, 1990.

  
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W. Axl Rose, President

  
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Jeffrey Isbell, Secretary