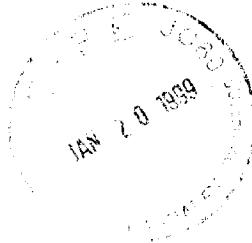




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Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

**Subject: Recording Certificate of Amendment of
Articles of Incorporation against
U.S. Application Serial Nos. 75/239,466 and
75/428,481
Our Ref: 871/28 & 37**

Dear Sir or Madam:

MRD 1.20.99

Attached for recording against U.S. application serial nos. **75/239,466** and **75/428,481** the attached **Certificate of Amendment of Articles of Incorporation** which was executed **November 20, 1998**, change applicant's name as follows:

from: **Technical Maintenance Corporation, a Nevada Corporation**
1800 East Sahara, Suite 107
Las Vegas, Nevada 89104

to **Touchtunes Music Corporation, a Nevada Corporation**
1800 East Sahara, Suite 107
Las Vegas, Nevada 89104

A check in the amount of **\$65.00** for recording against **two pending applications** is enclosed. In addition, the Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper hereafter filed in connection with this application by this firm) to our Account No. 14-1140.

Please address all correspondence regarding this document to:

Robert W. Adams
Nixon & Vanderhye PC
1100 North Glebe Road - Eighth Floor
Arlington, Virginia 22201
Tel: (703) 816-4022

65E

To the best of my knowledge and belief, the attached document is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,

Robert W. Adams

Date: 1/20/99

RWA/srh

Total number of pages and attachments [3 pages and one check]

40.00.00
25.00.00
00000209 75428481
01/21/1999 50100005
01 FC:401
02 FC:402

**Attention
examiners:**

**The following
scanned document
is the best available
copy**

TA (\$115)

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

DEC 04 1998
No. C 7447-90
Dean Heller
DEAN HELLER, SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION**

TECHNICAL MAINTENANCE CORPORATION, a corporation organized under the laws of the State of Nevada, by its President and Secretary, does hereby certify:

1. That the Board of Directors of said corporation, at a meeting duly convened and held on the 31st day of August 1998, passed resolutions declaring that the following changes and further amendments to the corporation's Amended and Restated Articles of Incorporation are advisable:

RESOLVED that subparagraph 1.1 of Article SIXTH of said Amended and Restated Articles of Incorporation, stating the name of the corporation, shall be amended to read as follows:

"The name of the corporation is TOUCHTUNES MUSIC CORPORATION."

RESOLVED that subparagraph 5.1 of Article SIXTH of the said Amended and Restated Articles of Incorporation, specifying the number of shares which the corporation is authorized to issue, shall be amended to read as follows:

"5.1 The Corporation is authorized to issue two classes of stock to be designated, respectively, "Class A voting common stock" and "Series A Preferred Stock." The total number of shares which the Corporation is authorized to issue is sixty million (60,000,000) shares.

Fifty million (50,000,000) shares shall be Class A voting common stock, each having a par value of one-tenth of one cent (\$.001). Ten million (10,000,000) shares shall be Series A Preferred Stock, each having a par value of one-tenth of one cent (\$.001)."

2. That the number of shares of the corporation outstanding and entitled to vote on an amendment to the Amended and Restated Articles of Incorporation are 14,858,844 shares of Class A common stock and 100 shares of Series A Preferred Stock, voting as a single class

with the Class A common stock. That said changes and amendments have been consented to and authorized by the written consents of stockholders holding 10,001,820 shares of Class A common stock and 100 shares of Series A Preferred Stock, voting as 100 shares of Class A common stock, the only class of stock outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, the said TECHNICAL MAINTENANCE CORPORATION has caused this certificate to be signed by its President and Secretary, and its corporate seal to be hereto affixed this 26th day of November 1998.

TECHNICAL MAINTENANCE CORPORATION

By:

Tony Mastronardi
Tony Mastronardi, President

By:

Guy Nathan
Guy Nathan, Secretary

District of Montreal

Province of Quebec
Canada

I, Elizabeth Levert, a notary public, do hereby certify that on this 26th day of November 1998, personally appeared before me Messrs. Tony Mastronardi and Guy Nathan who being by me first duly sworn, declared that they are the President and Secretary of Technical Maintenance Corporation, that they signed the foregoing document as President and Secretary of the corporation, and further declared that the statements therein contained are true.

Elizabeth Levert
Notary Public



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