

MMJ 1/27/00

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Expires 08/30/99
OMB 0651-0027

02-14-2000

U.S. Department of Commerce
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Resubmission (Non-Recordation)
Document ID #

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Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership Association

Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

02/11/2000 DMSUYEN 00000161 75142380

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01 FC:481	40.00 OP
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Mail documents to be recorded with required cover sheet(s) information to:
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Correspondent Name and Address

Area Code and Telephone Number

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Enter the total number of pages of the attached conveyance document including any attachments.

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Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3:41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

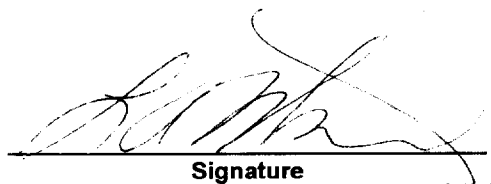
No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Lee Ann Wheelis

Name of Person Signing



Signature

1/26/00

Date Signed



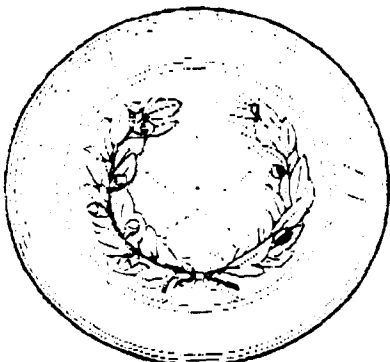
The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT
FOR
INSIDE MUSIC, INC.
FORMERLY
RED ANT, INC.
CHARTER NUMBER 01290001

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED OCT. 15, 1998
EFFECTIVE OCT. 15, 1998



A handwritten signature in black ink, appearing to read "A. R. Gonzales".

Alberto R. Gonzales, Secretary of State.

RECEIVED TIME JAN. 25. 2:55PM

PRINT TIME JAN 25 2 57PM

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF RED ANT, INC.

FILED In the Office of the Secretary of State of Texas OCT 13 1998 Corporations Section

COPY

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, Red Ant, Inc., a Texas corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I. The name of the Corporation is Red Ant, Inc.

ARTICLE II. The following amendment to the Articles of Incorporation was adopted by written consent of the shareholders of the Corporation on September 30, 1998.

Article One of the Articles of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE ONE

The name of the Corporation is Inside Music, Inc."

ARTICLE III. The number of shares of the Corporation outstanding at the time of such adoption was 352,287.14; and the number of shares entitled to vote thereon was 352,287.14.

The designation and number of outstanding shares of each class or series entitled to vote thereon as a class were as follows:

Table with 2 columns: CLASS OR SERIES, NUMBER OF SHARES OUTSTANDING AND ENTITLED TO VOTE AS A CLASS. Row 1: \$0.50 Convertible Preferred Stock, Series A, 198,376.20

ARTICLE IV. The holders of two-thirds of the shares outstanding and entitled to vote on said amendment, including the holders of two-thirds of the outstanding shares of \$0.50 Convertible Preferred Stock, Series A, have signed a consent in writing pursuant to Article 9.10 of the Texas Business Corporation Act adopting said amendment, and any written notice required by said Article 9.10 has been given.

Dated: October 13, 1998.

RED ANT, INC.

By: [Signature] Stephen E. Kennedy President

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