

AMERICA II GROUP, INC.



Legal Department

P94000092995

June 5, 1997

Via Federal Express
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

900002204359--1
-06/06/97--01084--004
*****35.00 *****35.00

RE: Articles of Amendment to Parent of America II, Inc., P94000092995

Dear Sir or Madam:

Enclosed for filing please find an original document entitled "Articles of Amendment to Articles of Incorporation," together with a check in the amount of \$35.00 representing the filing fee for same.

Also enclosed is a copy of the document and a self-addressed, stamped envelope. I would appreciate your stamping the copy as received and returning it to me in the envelope provided.

If you have any questions, please call me at the number below. Thank you for your assistance.

Sincerely,

Ann E. Pointer, Esq.

General Counsel and Secretary to Parent of America II, Inc.

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN - 6 AM 8:24

amend
N/C
BT 6/13

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation of PARENT OF AMERICA II, INC., are hereby amended to read:

1. Article I, Name and Address, shall be revoked and replaced by the following:


**ARTICLE I
Name and Address**

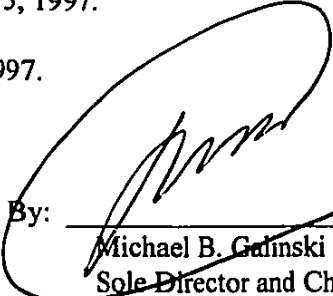
The name of this corporation is AMERICA II COMMUNICATIONS, INC., whose place of business is located at 1012 118th Avenue, North, St. Petersburg, Florida 33716.

2. The date of adoption was approved by unanimous consent of all the shareholders entitled to vote on June 5, 1997.

Dated this 5th day of June, 1997.

Attest:


Ann E. Pointer
Secretary


By: 
Michael B. Galinski
Sole Director and Chief Executive Officer

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STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Michael B. Galinski, as sole Director and Chief Executive Officer of the above Corporation, who is both personally known to me and known to me to be the person described in and who executed the foregoing Amendment to Articles of Incorporation, and who acknowledged before me that he executed the same for the uses and purposes therein mentioned and in the capacity so stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 5 day of June, 1997.


Notary Public - Florida
Notary Stamp:

