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June 1, 1999

VIA FEDEX NO. 8121 1226 4237

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200002893952--6
-06/03/99--01055--001
*****35.00 *****35.00

RE: Our Client File Number 118 (t)

Dear Sir/Madam:

Enclosed please find the original and a conformed copy of the Articles of Amendment to Articles of Incorporation of Shop At Home Publications, Inc. Also enclosed is a check for the amount of \$35.00, representing the filing fee.

Should you have any questions or require anything further, please do not hesitate to contact me.

Cordially,

ROZENCWAIG & GRANOFF


LESLIE ALAN ROZENCWAIG, P.A.
For the Firm

FILED
99 JUN -3 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAR/amc
Enclosures
1/118
art.amend.ltr

Amend.

V. SHEPARD JUN 11 1999

FILED
99 JUN -3 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SHOP AT HOME PUBLICATIONS, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VI. OFFICERS AND DIRECTORS

ELI SOFRO
c/o One Southeast Third Avenue
Suite 960
Miami, Florida 33131

PRESIDENT/DIRECTOR/SECRETARY

DELETE:

YEHUDA BILU

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: December 23, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 23rd day of December, 19 98

Signature

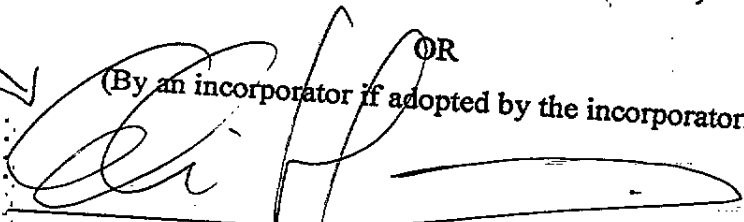
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)



Typed or printed name

ELI SOFRO

PRESIDENT / *director*
Title