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151 Cameron Court, Weston, FL 33526-3519 <http://www.SoundTag.net>
Tel: 954 388 5133 Fax: 954 389 5206 e-mail: Gladstone@SoundTag.net

FILED
99 JUN -7 AM 9: 54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 1, 1999

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-06/07/99--01138--015
*****43.75 *****43.75

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee FL 32314

Dear Sir/Ms.:

Enclosed is a check in the amount of \$43.75 representing the filing fee and certified copy fee for the enclosed Articles of Amendment.

Should you have any questions or require additional information, please contact me at (954)-385-0104.

Thank you,

Barbara H. Schreibman
Director of Finance & Legal Affairs

Amend

V. SHEPARD JUN 14 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SoundTag, 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 adopted:

Article VI: The name and address of each member of the Board of Directors of the corporation is:

Howard J. Gladstone d/b/a Gladstone Strategic Marketing
151 Cameron Court, Weston, FL 33326-3519

John S. Innes
120 Macpherson Street, Cremorne New South Wales 2090, Australia

Barbara H. Schreiber, Esq.
151 Cameron Court, Weston, FL 33326-3519

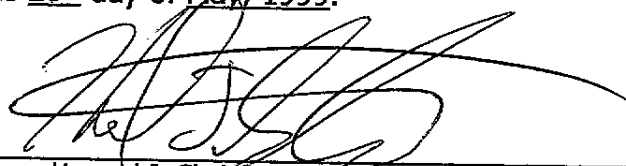
SECOND: The date of adoption of the above amendment was May 6, 1999.

THIRD: Adoption of Amendment:

The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 20th day of May, 1999.

Signature



Howard J. Gladstone, Director