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CONTACT: DIANE JACOBS

PHONE: (305)377-0223

FAX #: (305)377-0224

NAME: ON-BOARD MEDIA, INC.

AUDIT NUMBER.....H98000008591

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1 PAGES..... 1

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Amendment

5-6-98

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ON-BOARD MEDIA, INC.**

FILED
98 MAY -6 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment adopted: Article III (CAPITAL STOCK) is hereby restated in its entirety to read as follows: Effective and after August 3, 1994 this Corporation is authorized to issue (i) 1,000 shares of its Class A Voting Common Shares, with a par value of \$1.00 each; and (ii) 1,000 shares of its Class A Nonvoting Common Shares, with a par value of \$1.00 each. All of said stock shall be payable in cash, property (real or personal), labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

SECOND: The date of this amendment's adoption: As of August 3, 1994

THIRD: This amendment was adopted by written consent of the voting shareholders of this Corporation, upon recommendation of the Board of Directors.

Signed this 22 day of April, 1998.

Signature: _____

Philip Levine, President and Sole Director

L:\TC\ON-BOARD\CHAFETZ\AAAA01.004

Prepared by:

Thomas C. Cobb, Esq.
Cobb & Ebin P.A.
1399 SW First Avenue, Suite 301
Miami, FL 33130
Telephone: (305) 376-2440
Fla. Bar No.: 113517

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