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January 27, 1997

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

900002072169--3
-01/29/97--01036--023
*****87.50 *****87.50

Re: Carr Properties, Inc.

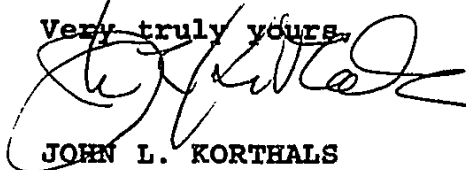
Dear Sir:

Enclosed please find original and one copy of Amendment to Articles of Incorporation for Carr Properties, Inc., together with our Trust Account Check Number 5878 in the amount of \$87.50, to cover the cost of the following:

Filing Fee	\$ 35.00
Certified Copy	<u>52.50</u>
	\$ 87.50

Please return the Certified Copy to this office at your earliest possible convenience. Thank you for your cooperation.

Very truly yours,


JOHN L. KORTHALS

JLK/msb
Enclosures

FILED
97 JAN 29 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
CP
2/7

AMENDMENT TO
ARTICLES OF INCORPORATION OF
CARR PROPERTIES, INC.

FILED
97 JAN 29 AM 9:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of CARR PROPERTIES, INC., a Florida corporation organized and existing under the laws of the State of Florida, filed with the office of the Secretary of State on October 26, 1984, and hereby amended as follows:

ARTICLE I - Name is hereby amended to read as follows:

ARTICLE I - NAME

The name of this corporation is Media Workshop, Inc.

CARR PROPERTIES, INC.
BY: Vincent J. Carr
Vincent J. Carr, President

Attest: Patricia J. Carr
Patricia J. Carr,
Secretary/Treasurer

The undersigned, being the only directors and owners of all the outstanding shares of capital stock of CARR PROPERTIES, INC., a Florida corporation, do hereby agree to and manifest our intent that the foregoing Amendment to the Articles of Incorporation of CARR PROPERTIES, INC., be adopted and henceforth effective.

Signed this 7 day of January, 1997.

Vincent J. Carr
Vincent J. Carr, President

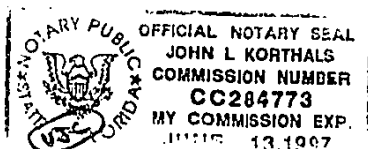
Patricia J. Carr
Patricia J. Carr, Secretary/Treasurer

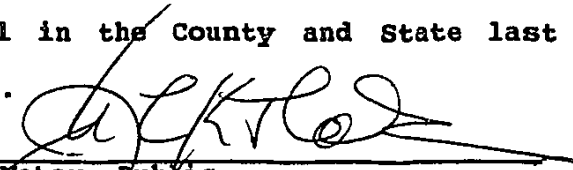
STATE OF FLORIDA

COUNTY OF BROWARD

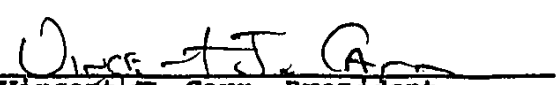
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared VINCENT ^{VSC} CARR and PATRICIA ^K CARR, well known to me to be the President, Secretary and Treasurer respectively, of CARR PROPERTIES, INC., a Florida corporation, and that they acknowledge executing the foregoing Amendment freely and voluntarily under authority vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said Corporation.

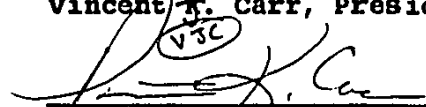
WITNESS my hand and official seal in the County and State last aforesaid the 7 day of January, 1997.




Notary Public
My Commission Expires:

We VINCENT ^{VSC} CARR and PATRICIA ^K CARR, the duly elected and acting President, Secretary and Treasurer CARR PROPERTIES, INC., a Florida corporation, do hereby certify that we are the only directors of CARR PROPERTIES, INC., and we have been duly elected and are so acting; and we also certify that VINCENT ^{VSC} CARR and PATRICIA ^K CARR, are the owners of the outstanding shares of stock of said CARR PROPERTIES, INC., as shown upon the records thereof.


Vincent T. Carr, President


Patricia K. Carr, President/Treasurer