

539194

BARNETT, BOLT, KIRKWOOD & LONG

ATTORNEYS AT LAW  
SUITE 700  
601 BAYSHORE BOULEVARD  
TAMPA, FLORIDA 33606

LESLIE J. BARNETT  
CRAIG E. BEHRENFELD  
ROBERT S. BOLT  
CHARLES A. CARLSON  
LINDA H. DUPUIS  
LESLIE WAGER HUDOCK  
PETER T. KIRKWOOD  
DAVID L. KOCH  
JAYNE M. LAMBERT  
VALERIE STOKER LITSCHG  
THOMAS G. LONG  
MICHAEL D. MILLER  
RICHARD W. RADKE  
SCOTT O. STIGALL

April 4, 1997

TELEPHONE:  
(813) 253-2020

TELECOPIER:  
(813) 251-6711

MAILING ADDRESS:  
POST OFFICE BOX 3287  
TAMPA, FLORIDA 33601

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Attention: Amendment Section

Re: Prime Marketing Group, Inc.  
Document Number 539194

3000002135493-8

300002135493--8  
-04/07/97--01135--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Ladies/Gentlemen:

Enclosed are two (2) duplicate originals of an Amendment to Articles of Incorporation of Prime Marketing Group, Inc. After filing the amendment, please return one copy to me (using the envelope provided) with the filing information on it.

Our firm's check in the amount of \$35.00 is enclosed to cover the filing fee.

Please call me if you have any questions regarding this request.

Very truly yours,

BARNETT, BOLT, KIRKWOOD & LONG

*Yolanda A. Tullo*

Yolanda A. Tullo, CLA  
Certified Legal Assistant

/yat

Enclosures

cc: Leslie J. Barnett, Esquire  
Leslie Wager Hudock, Esquire  
Mr. Herbert Anderson

SECRET  
DIVISION OF CORPORATIONS  
97 APR -7 AM 9:46

C:\YAT\CORP\P143-7485805.DOC

APR 8 1997

AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
PRIME MARKETING GROUP, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 APR -7 AM 9:46

Pursuant to Section 607.1006(1) of the Florida Statutes, the Articles of Incorporation of Prime Marketing Group, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

1. The name of the Corporation is Prime Marketing Group, Inc.

2. Article 1 of the Articles of Incorporation of Prime Marketing Group, Inc. is hereby amended to read as follows:

"ARTICLE 1 - NAME

The name of this Corporation is PMG LIQUIDATING, INC."

3. The foregoing amendment was adopted on April 2, 1997, by the written consent of the sole shareholder of this Corporation as authorized by Sections 607.1003(6) and 607.0704 of the Florida Statutes.

4. The sole voting group entitled to vote on this amendment is comprised of the holders of common stock, and the number of votes cast for the amendment by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed this Amendment to the Articles of

Incorporation of Prime Marketing Group, Inc., this 2nd day of  
April, 1997.

PRIME MARKETING GROUP, INC.  
a Florida corporation

By: *Herbert Anderson*  
HERBERT ANDERSON, President