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ACCOUNT NO. : 072100000032

REFERENCE : 653629 4312862

AUTHORIZATION : Patricia Pignato

COST LIMIT : \$ 52.50

ORDER DATE : April 6, 2000

ORDER TIME : 10:35 AM

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ORDER NO. : 653629-005

CUSTOMER NO: 4312862

CUSTOMER: Kim Wormstead, Legal Assistant
Looney & Grossman
101 Arch Street
9th Floor
Boston, MA 021101112

ANNUAL REPORT FILING

NAME: ALLIED ADVERTISING LIMITED
PARTNERSHIP

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

h/k 4/7

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -7 PM 1:44

RECEIVED
00 APR -7 AM 11:38
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AALP, INC.
GENERAL PARTNER
OF
ALLIED ADVERTISING LIMITED PARTNERSHIP
CONSENT IN LIEU OF SPECIAL
MEETING OF SOLE STOCKHOLDER AND DIRECTOR

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -7 PM 1:14

The undersigned, being the Sole Stockholder and Director of AALP, Inc., a Massachusetts Corporation(the "Corporation") and General Partner of Allied Advertising Limited Partnership, and in compliance with Chapter 156B, Sections 43 and 59 respectively, does hereby consent to corporate action being taken without a special meeting of the Sole Stockholder and Director of the Corporation with respect to the following matters:

- (a) the changing of the forced fictitious name for Allied Advertising Limited Partnership in Florida

In furtherance of such objects, the undersigned does hereby further consent to the adoption of the following Votes without a special meeting of the Sole Stockholder and Director and to the taking of any and all action contemplated therein and thereby, and the undersigned hereby declares such Votes to be in full force and effect:

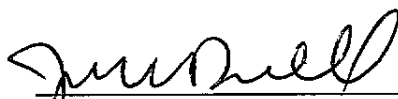
VOTED: To change the forced fictitious name of Allied Advertising Limited Partnership in Florida from Allied Advertising Entertainment Limited Partnership to Allied Advertising Public Relations Limited Partnership.

VOTED: That all acts taken by the Sole Stockholder and Director of the Corporation from the date of incorporation to the date hereof, including without limitation the issuance of all stock previously issued, and all bylaw amendments previously adopted, if any, be and they hereby are ratified and confirmed.

IN WITNESS WHEREOF, the undersigned has set his hand hereto intending this consent
to become effective as of the 3rd day of March, 2000

FILED
DIVISION OF CORPORATIONS
00 APR 27 PM 1:44

AALP, INC. GENERAL PARTNER OF
ALLIED ADVERTISING LIMITED
PARTNERSHIP



Joseph O'Donnell
Sole Stockholder and Director