



F9900000000187

Previously known as SD&A

October 10, 2000

Ms. Mary B. Hooks
Secretary
Dept. of Labor & Employment Security
2012 Capital Circle, SE
Suite 303 Hartman Building
Tallahassee, FL 32399-2152

RE: Stephen Dunn & Associates
Account #1013359

Dear Ms. Hooks:

Enclosed is a copy of the Amended Articles of Incorporation filed to change our company name to MSGI Direct, Inc.

Please process this name change for the above mentioned account.

Thank you for your cooperation in this matter.

Sincerely

Nancy Watanabe
Controller

Enclosures

NC
12-12-00
BWS

FILED
00 DEC 12 PM 2:37
TALLAHASSEE, FLORIDA

7000003437747-3
12/12/00-101039-005
*****35.00 *****35.00



www.msginet.com

1728 Abbot Kinney Blvd.
Venice, CA 90291-4839
tel 310.301.1999
fax 310.301.9779



Previously known as SD&A

December 5, 2000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

The enclosed "Amendment to Application for Conducting Affairs in Florida," certified copies of Articles of Incorporation and check in the amount of \$35.00 are being submitted to change the corporate name of Stephen Dunn & Associates, Inc. to its new corporate name, MSGi Direct, Inc. as required by section 607.1504 of Florida Statutes.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Amy L. Kern".

Amy L. Kern
Manager of Business Affairs
MSGi Direct, Inc.
1728 Abbot Kinney Blvd.
Venice, CA 90291
(310) 301-1999



www.msainet.com

1728 Abbot Kinney Blvd.
Venice, CA 90291-4839
tel 310.301.1999
fax 310.301.9779



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 2, 2000

STEPHEN DUNN & ASSOCIATES, INC.
1728 ABBOT KINNEY BOULEVARD
VENICE, CA 90291-4839

SUBJECT: STEPHEN DUNN & ASSOCIATES, INC.
Ref. Number: F99000000187

We have received your document for STEPHEN DUNN & ASSOCIATES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 400A00057005

RECEIVED
00 DEC 11 AM 9:32
DIVISION OF CORPORATIONS

FILED
00 DEC 12 PM 2:37
TALLAHASSEE, FLORIDA
affairs in Florida

SECTION I

(1-3 MUST BE COMPLETED)

1. Stephen Dunn & Associates, Inc.
Name of corporation as it appears on the records of the Department of State.
2. California
Incorporated under laws of
3. 1/12/99
Date authorized to conduct affairs in Florida

SECTION II

(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7/31/00.
5. MSGI Direct, Inc.
Name of corporation after the amendment, adding suffix "corporation" or "incorporated", or appropriate abbreviation, if not contained in new name of the corporation. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected. n/a

<u> </u>	<u> </u>
New Duration	Date
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected. n/a

<u> </u>	<u> </u>
New Jurisdiction	Date
8. If the purpose which the corporation intends to pursue in Florida has changed indicate new purpose.

n/a

The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation.

Paul S. Piquel

Signature

Paul S. Papich

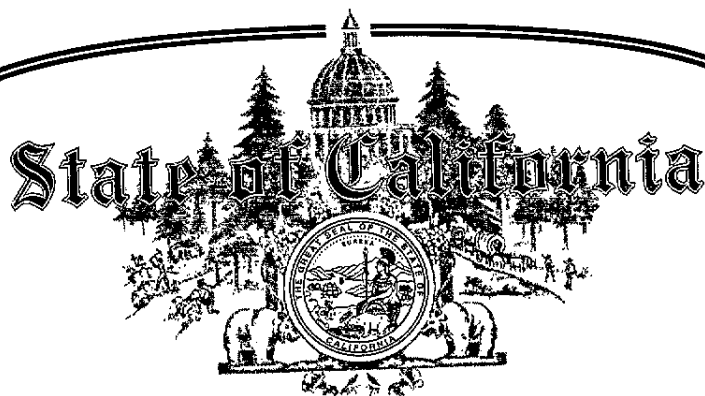
Typed or printed name

12/4/00

Date _____

Sr. Vice President/General Manager

Title



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California,
hereby certify:

That the attached transcript of 3 page(s) was
prepared by and in this office from the record on file, of
which it purports to be a copy, and that it is full, true
and correct.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of
the State of California this day of

NOV 27 2000

Bill Jones

Secretary of State



1213462

OK

ARTICLES OF INCORPORATION

OF

STEPHEN DUNN & ASSOCIATES, INC.

OCT 12 1983

By Richard V. Frazier

ARTICLES 1. - NAME

The name of this Corporation is:
STEPHEN DUNN & ASSOCIATES, INC.

ARTICLE 2. - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE 3. - AGENT FOR SERVICE OF PROCESS


The name and address in the State of California of this Corporation's initial agent for service of process is:

Stephen Dunn
3007 Washington Boulevard
Marina Del Rey, California 90202

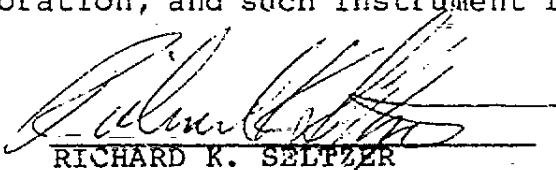
ARTICLE 4. - CAPITAL STRUCTURE

This Corporation is authorized to issue only one class of shares of stock and the total number of shares which this Corporation is authorized to issue is: 1,000,000

Dated: October 10, 1983


RICHARD K. SELTZER

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, and such instrument is my act and deed.


RICHARD K. SELTZER

1213463

A411493

CERTIFICATE OF AMENDMENT OF

ARTICLES OF INCORPORATION OF

STEPHEN DUNN & ASSOCIATES, INC.,
a California corporation

FILED
In the office of the Secretary of State
of the State of California

NOV 26 1991

March Fong Eu
MARCH FONG EU, Secretary of Sta

I, STEPHEN DUNN, hereby certify that:

1. I am the President and the Secretary of STEPHEN DUNN & ASSOCIATES, INC., a California corporation.

2. Article 4 of the Articles of Incorporation of this corporation is amended to read as follows:

"ARTICLE 4 - CAPITAL STRUCTURE

This Corporation is authorized to issue only one class of shares of stock and the total number of shares which this Corporation is authorized to issue is: 1,000."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is 400. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of my own knowledge.

Date: November 15, 1991

[Signature]
STEPHEN DUNN, President and Secretary



A0549818

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

STEPHEN DUNN & ASSOCIATES, INC.

1215463
FILED

In the office of the Secretary of State
of the State of California

JUL 31 2000

Bill Jones
BILL JONES, Secretary of State

The Undersigned Chief Executive Officer and Secretary of Stephen Dunn & Associates, a corporation duly organized and existing under the laws of the State of California, do hereby certify:

FIRST: They are the Chief Executive Officer and Secretary, respectively, of Stephen Dunn & Associates, Inc, a California corporation.

SECOND: The name of the corporation is Stephen Dunn & Associates, Inc.

THIRD: The amendment so approved by the board of directors and the sole shareholder is as follows:

Article First of the Articles of Incorporation of this corporation is amended to read as follows:

"The name of the corporation is MSGI Direct, Inc."

FOURTH: The foregoing amendment has been authorized by unanimous Joint Written Consent of the board of directors and the sole shareholder in accordance with Section 902 of the California Corporation Code on the 16th day of June 2000.

FIFTH: That this certificate shall become effective upon filing.

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing certificate are true of their own knowledge.

Executed at the offices of Marketing Services Group, Inc. on June 16, 2000 at New York, NY.


Jeremy Barbera, Chief Executive Officer


Cindy Hill, Secretary