

F99000000187

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MKTG TeleServices, Inc.
(Name of corporation)

DOCUMENT NUMBER: F99000000187

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

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-05/10/02--01064--018
*****35.00 *****35.00

Amy Kern
(Name of person)

MKTG TeleServices, Inc.
(Name of firm/company)

101 Continental Blvd., Suite 400
(Address)

El Segundo, CA 90245
(City/state and zip code)

For further information concerning this matter, please call:

Amy Kern at (310) 760-0770
(Name of person) (Area code & daytime telephone number)

FILED
02 MAY 10 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

N/C

T BROWN MAY 16 2002

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PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
02 MAY 10 AM 7:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F99000000187

Document Number of Corporation (If known)

1. MSGI Direct, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. California 3. 1/12/99
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

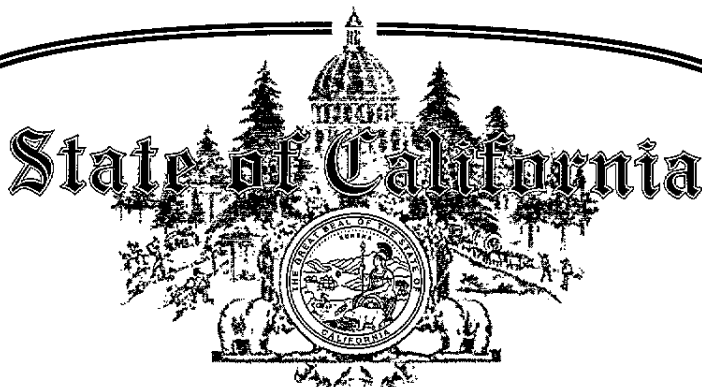
4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 3/19/02
5. MKTG TeleServices, Inc.
(Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
(New jurisdiction)

Paul S. Papich
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Paul S. Papich
(Typed or printed name)

4/17/02
(Date)

Sr. Vice President
(Title)

**SECRETARY OF STATE**

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

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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

APR 04 2002

Bill Jones

Secretary of State

A0578953

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

MSGi DIRECT, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 19 2002

BILL JONES, Secretary of State

The Undersigned Chief Executive Officer and Secretary of MSGi Direct, Inc., 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 MSGi Direct, Inc, a California corporation.

SECOND: The name of the corporation is MSGi Direct, Inc.

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

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

"The name of the corporation is MKTG TeleServices, Inc."

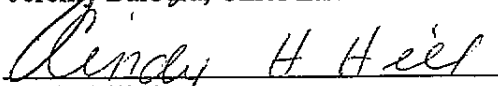
FOURTH: The foregoing amendment has been authorized by unanimous Joint Written Consent of the board of directors and the sole shareholder in accordance with Section 902 of the California Corporation Code on the 18th day of March 2002.

FIFTH: That this certificate shall become effective on March 19, 2002.

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 March 18, 2002, in New York, NY.


Jeremy Barbeta, Chief Executive Officer


Cindy Hill, Secretary

