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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

The Box Worldwide Inc.

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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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Ordered By: _____

Date: _____

ARTICLES OF AMENDMENT
TO
FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION, AS AMENDED
OF
THE BOX WORLDWIDE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

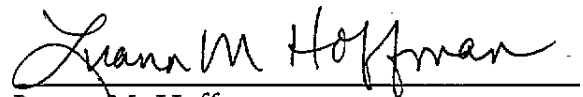
Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following articles of amendment to its Fourth Amended and Restated Articles of Incorporation, as amended on February 21, 1997 (the "Articles of Incorporation"):

1. The name of the corporation is The Box Worldwide, Inc. (the "Company").
2. The amendment to the Articles of Incorporation set forth below (i) was duly adopted by the Board of Directors of the Company on August 4, 1997; (ii) was approved at a shareholders' meeting held on December 16, 1997, by a vote of the Company's shareholders holding a sufficient number of voting shares to approve the amendment; and (iii) shall be effective upon acceptance for filing by the Florida Department of State.
3. Article III, Section 1(a) of the Articles of Incorporation is amended in its entirety to read as follows:
 - (a) 100,000,000 shares of common stock, having a par value of \$.001 per share (the "Common Stock");

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 16th day of December, 1997.

THE BOX WORLDWIDE, INC.

By:



Luann M. Hoffman
Chief Financial and Administrative Officer