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\*OF COUNSEL

ATTORNEYS & COUNSELORS AT LAW

January 27, 1998

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

Re: Guidance In Media, Inc.

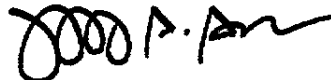
Dear Sir or Madam:

Enclosed please find two originals of the Articles of Amendment for Guidance In Media, Inc. I have also enclosed a check in the amount of \$35.00 payable to the Secretary of State for the filing fee.

Please file the Articles of Amendment immediately upon your receipt of same, and return a file-stamped original of the Articles to our office.

Thank you for your assistance in this matter. If you have any questions, please feel free to call me.

Very truly yours,

  
Jeffrey A. Aman

JAA/tln  
Enclosures

400002416874--8  
-01/30/98-01021-004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

NC + AMEND  
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FILED  
98 JAN 30 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
OF  
GUIDANCE IN MEDIA, INC.  
a Florida Not-for-profit Corporation

1. The following provisions of the Articles of Incorporation of Guidance in Media Inc., a Florida corporation, filed in Tallahassee on July 22, 1996, be and they hereby are amended as follows:

a. Article One be and it hereby is amended to read as follows:

"The name of this corporation is FAMILY  
ENTERTAINMENT WORKSHOP, INC."

b. The current address of the registered office of the corporation is 220 Madison Street, Suite 1140, Tampa, Florida 33602. The new address of the registered office of the corporation is:

2305 Bay Club Circle  
Tampa, Florida 33607

c. Date of incorporation/qualification: July 22, 1996  
Docket number: N96000003866

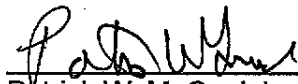
d. The name and address of the current registered agent and office:

Joseph M. Diaz, Esquire  
220 Madison Street, Suite 1140  
Tampa, FL 33602

e. The name and address of the new registered agent and office:

Jeffrey A. Aman, Esquire  
Aman & Lins, P.A.  
14502 N. Dale Mabry Hwy., Suite 300  
Tampa, FL 33618

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

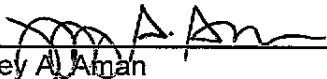
  
Patrick W. McGonigle

Chairman of the Board of Directors & President

1-27-98  
(Date)

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98 JAN 30 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
Jeffrey A. Aman

1/27/98  
(Date)

2. The foregoing amendments were adopted by the Directors of the corporation on January 24th, 1998.

IN WITNESS WHEREOF, the undersigned President and Chairman of the Board of Directors of the corporation has executed these Articles of Amendment this 27th day of January, 1998.

  
Patrick W. McGonigle  
Chairman of the Board of Directors  
& President