

AUTHORIZATION

COST LIMIT

ORDER DATE : May 29, 2001

ORDER TIME : 10:39 AM

ORDER NO. : 165313-005

CUSTOMER NO: 7108498

700004325527--5

CUSTOMER: Richard J. Alan Cahan, Esq

Becker & Poliakoff, P.a.

Suite 100

5201 Blue Lagoon Drive

Miami, FL 33126

DOMESTIC AMENDMENT FILING

NAME:

KLIXXX PUBLISHING, INC.

FILE FIRST

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__CERTIFIED COPY _ PLAIN STAMPED COPY _ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS:

X02250100587



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 29, 2001

CSC 1201 Hays Street Tallahassee, FL 32301

SUBJECT: KLIXXX PUBLISHING, INC.

Ref. Number: P00000014271



We have received your document for KLIXXX PUBLISHING, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

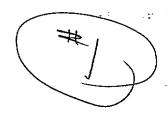
If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey Corporate Specialist

Letter Number: 701A00032647



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATE

OF

KLIKXX PUBLISHING, INC.

Pursuant to the provisions of Section 607.1006 of the RR Statutes, the undersigned Corporation adopts these Articles Amendment to its Articles of Incorporation:

 Article 1 of the Articles of Incorporation of Klixxx Fullishing, Inc., a Florida corporation, is hereby amended to read:

Article I - NAME

The name of this corporation is:

2320 Publishing Liquidation, Inc.

2. This amendment was adopted by the shareholders and directors of the company at a meeting held on 5/22/2001.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Articles of Amendment this 2L day of May, 2001.

Klixxx Publishing, Inc...

BY:_

AS Its: VICE - Vresiden

STATE OF FLORIDA

) #E

COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared John S. BENNETY, as Vice PResident. of Klinox Publishing, Inc. known to me and known by me to be one of the persons who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed these Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this And day of May, 2001.

MORNOY DURLIC STATE OF KLOSTDA

MY COMMISSION EXPIRES:

281274_1.DOC

OFFICIAL NOTARY SEAL SONIA HARRIS NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC967382 MY COMMISSION EXP. OCT. 5,2004