VICTOR LERRO & COMPANY, CPA, PA

P000000085159

October 12, 2000

Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 300003432643--6 -10/19/00--01107--001 -*****35.00 ******35.00

Dear State Department:

Please accept for filing the enclosed Articles of Amendment to Articles of Incorporation of Media South Advertising Consultants, Inc. Their charter number is P00000085159.

If you have any questions, please call 561-995-0064, any return remittances should be directed to:

Victor Lerro 2600 North Military Trail, Suite 230 Boca Raton, Florida 33431 SECRETARY OF STATE

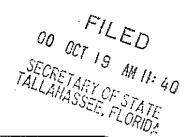
Victor Lerro

Thank y

Amend

T. LEWIS OCT 2 6 2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



MEDIA SOUTH ADVERTISING CONSULTANTS, INC. (present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 5 - OFFICERS

OFFICERS SHALL BE AMENDED TO DELCTE:

VICE PRESIDENT - GARY SCHWARTZ

SECRETARY - GARY SCHWARTZ

ARTICLE 6 - DIRECTORS

DIRECTORS SHALL BE AMENDED TO REMOVE

GARY SCHWARTZ

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: OCTOBER 10, 2000.
	: Adoption of Amendment(s) (CHECK ONE)
>	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	Aomis Storb
. [The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
[The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this
Signat	Park Kong
	OR
	(By a director if adopted by the directors)
	(b) a director is discovered.
	OR
	(By an incorporator if adopted by the incorporators)
	ANOREW KARP Typed or printed name
	PRESIDENT