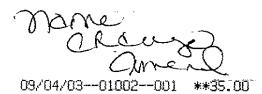
P0000116121

(Requestor's Name)	
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PICK-UP WAIT	MAIL
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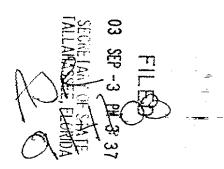
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ACCOUNT NO. : 072100000032

REFERENCE : 227351 85786A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: September 3, 2003

ORDER TIME : 1:52 PM

ORDER NO. : 227351-005

CUSTOMER NO: 85786A

CUSTOMER: Mary A. Adams, Legal Asst

Ronald S. Webster, Esq

Royal Palm Mall

985 North Collier Boulevard

Marco Island, FL 34145

DOMESTIC AMENDMENT FILING

NAME: OFF THE WALL PUBLISHING, INC.

EFFECTIVE DATE:

XX 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: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO 0 ARTICLES OF INCORPORATION OF 1

OFF THE WALL PUBLISHING, INC.

(present name)

P00000116121

(Document Number of Corporation (If known)

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 I The name of the corporation is Suntimes Newspaper Group, Inc.. The mailing and business address is 317 N. Collier Blvd., Ste 202, Marco Island, FL 34145

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	feach amendment's adoption: September 2, 2003		
FOURTI	H: Adoption	of Amendment(s) (CHECK ONE)		
ξ		nendment(s) was/were approved by the shareholders. The number of votes cast amendment(s) was/were sufficient for approval. Unanimous		
Ţ	The foli	nendment(s) was/were approved by the shareholders through voting groups. lowing statement must be separately provided for each voting group entitled to vote tely on the amendment(s):		
		"The number of votes cast for the amendment(s) was/were sufficient for approval by		
		` ~~		
-	The am action a	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
***	The am shareh	nendment(s) was/were adopted by the incorporators without shareholder action and solder action was not required.		
Signature		his 2nd day of September 2003.		
		Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by eholders)		
		O.D.		
		OR		
		(By a director if adopted by the directors)		
		OR		
		(By an incorporator if adopted by the incorporators)		
•		James A. Lawson		
		(Typed or printed name)		
		President .		
		(Title)		