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ACCOUNT NO. : 072100000032

REFERENCE : 107766 4722956

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : \$ 35.00

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01 APR -9 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 6, 2001

ORDER TIME : 11:22 AM

ORDER NO. : 107766-005 400003972354--5

CUSTOMER NO: 4722956

CUSTOMER: Merrick D. Steinberg, Esq
Verde Steinberg & Pontell
One Parker Plaza

Fort Lee, NJ 07024

DOMESTIC AMENDMENT FILING

NAME: UNIVERSAL VIDEO PRODUCTIONS,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
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 CERTIFICATE OF GOOD STANDING

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DIVISION OF CORPORATION

N.C.
C. COULLETTE APR 9 2001

CONTACT PERSON: Denise Mick -- EXT# 1150

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
UNIVERSAL VIDEO PRODUCTIONS, INC.
TO
MADY MULTIMEDIA, INC.**

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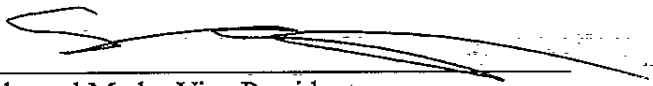
Pursuant to the provisions of Sections 607.1006 of the Florida Statutes, this Florida profit corporation (the "Corporation") adopts the following articles of amendment to its articles of incorporation:

1. The name of the Corporation heretofore has been UNIVERSAL VIDEO PRODUCTIONS, INC. which by this Amendment is changed to MADY MULTIMEDIA, INC. Accordingly, Article I is amended to read as follows: "The name of the Corporation shall be: MADY MULTIMEDIA, INC."

2. The date of such Amendment's adoption is upon the filing of these Articles of Amendment.

3. The foregoing amendment was approved by the Shareholders. The number of votes cast for the Amendment was sufficient for approval.

Signed this 4th day of April, 2001.


Edmund Mady, Vice President