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

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-01/16/98--01056--009
*****43.75 *****43.75

Dear Sir or Madam:

Enclosed is the amended articles to change the name of our corporation from Adopt-A-School to Youth Media Corporation. Also would you please change the corporate address as follows:

Youth Media Corporation
P.O. Box 701435
Dallas, Texas 75370-1435

The required \$35 fee for this amendment, \$8.75 for a certificate of status and a copy of our original articles is enclosed. Thank you for your assistance in this matter.

Respectfully,

Jack Dixon
President & CEO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 16 PM 1:36

APPROVED
AND
FILED

Enc.

Handwritten notes:
OK
P93000027916
Amend
1-16-98
* cert of sta
3 pgs

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Adopt-A-School, 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 I

NAME • The name of the Corporation is: Youth Media Corporation

Article II

PRINCIPAL OFFICE AND MAILING ADDRESS • The Corporation's principal office shall be located at 3704 Berger Rd. Lutz, Florida 33549 and its mailing address shall be: P.O. Box 701435, Dallas, Texas 75370-1435.

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 14, 1997

FOURTH: Adoption of Amendments(s) (check one)

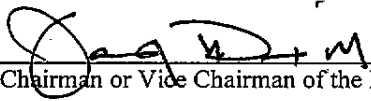
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group).

- 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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 JAN 16 PM 1:36
APPROVED
AND
FILED

Signed this day 14th October 1997

Signature  _____
By the Chairman or Vice Chairman of the Board of Directors

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JACK DIXON

(typed or printed name)

President & Chairman of the Board of Directors

(Title)