

P93000040171

ZELLER & KEIHNER, L.L.P.
ATTORNEYS AT LAW
411 SOUTH COUNTY ROAD, SUITE 200
FIRST UNION BANK BUILDING
PALM BEACH, FLORIDA 33480

Bruce W. Keihner, P.A.
Admitted in Florida and New York
Ronald J. Zeller, P.A.
Admitted in Florida and Michigan

Telephone: (561) 832-7720
Telefax: (561) 832-1492

May 6, 1998

OVERNIGHT MAIL

Secretary of State
Corporate Division
ATTN: Amendments
P.O. Box 6327
Tallahassee, FL 32314

500002515995--0
-05/07/98--01108--007
*****35.00 *****35.00

RE: Articles of Amendment to the
Articles of Incorporation of GTN Corp.

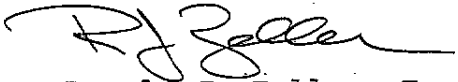
Gentlemen:

Enclosed please find one original and one photocopy of the above documents, together with our check in the amount of \$35.00 for filing fee.

Kindly return one stamped copy of the document to us in the enclosed return envelope.

Thank you for your assistance in this matter.

Very truly yours,



Ronald J. Zeller, Esq.

RJZ/ml
Encls.

98 MAY -7 PM 12:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

V8 MAY 15 1998

FILED
98 MAY -7 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
GTN CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, GTN Corp., a Florida corporation (incorporated on June 1, 1993, Document Number P93000040171, and hereinafter referred to as the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

I. Article II is hereby amended by deleting it in its entirety and replacing it with the following:

ARTICLE II
ADDRESS

The principal place of business and mailing address of the Corporation shall be 2400 West Cypress Creek Road, Fort Lauderdale, Florida 33309.

II. Article V is hereby amended by deleting it in its entirety and replacing it with the following:

ARTICLE V
CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Five Million (5,000,000) shares of common stock having a par value of \$0.01 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.


(c) Cumulative Voting. Cumulative voting shall not be permitted.

III. This Amendment to the Articles of Incorporation of GTN Corp. was voted upon and approved by the unanimous consent of the Directors and the consent of the sole shareholder of the Corporation, constituting the adoption of this Amendment by all the shareholders entitled to vote thereon, as required by the Florida Business Corporation Act. Pursuant to Section 607.1006, Florida Statutes, the following Amendment was adopted on January 17th, 1997.

IN WITNESS WHEREOF, I, the Sole Shareholder and Executive Director of the Corporation, hereunto set my hand and the seal of the Corporation this 24th day January, 1997.

GTN CORP., a Florida corporation

By:


GERALD M. DUNNE, SR.,
Sole Shareholder and
Executive Director
Chairman

(Corporate Seal)

c:\GTN\ArtAme.02