THE UNITED STATES **CORPORATION**

ACCOUNT NO.

072100000032

REFERENCE :

889494

AUTHORIZATION

COST LIMIT

\$ 35.00

ORDER DATE : July 13, 1998

ORDER TIME : 10:51 AM

OMPANY

ORDER NO. : 889494-015

CUSTOMER NO: 4728874

CUSTOMER: Susan Mckee, Legal Assistant

Stichter Riedel Blain &

Suite 200

110 East Madison Street Tampa, FL 33602-4700

DOMESTIC AMENDMENT FILING

NAME:

IN-STORE PROMOTIONS, INC.

EFFICTIVE DATE:

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: Deborah Schroder

EXAMINER'S INITIALS:

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Pursuan 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)

1. Article VIII amended to reflect new Directors and Officers to be:

Lewis G. Green, President & Director 4710 Eisenhower Blvd., F-2 Tampa, FL 33634

Julie M. Gordon, Vice President, Secretary & Director 4710 Eisenhower Blvd., F-2 Tampa, FL 33634

Robert H. Aldrich, Vice President, Treasurer & Director 4710 Eisenhower Blvd., F-2 Tampa, FL 33634

2. Article XI amended to reflect new Registered Agent to be:

CORPORATION SERVICE COMPANY 1201 Hays Street

Tallahassee, FL 32301

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: July 2, 1998	-
FOURTH: 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.	
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.	
Signed this / day of July , 19 98	
Signature: Hway Jrun	
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by theshareholders)	
OR .	
(By a director if adopted by the directors)	
OR .	
(By an incorporator if adopted by the incorporators)	
Lewis G. Green	
Typed or printed name	
President	
Title	-

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Darl Sheeling

Its Agent, Gail Shelby

GLS/das