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JAY E. KAUFFMAN

**ATTORNEY AT LAW
12823 80TH AVENUE NORTH
SEMINOLE, FL 33776
(813) 381-5999**

November 17, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100002372151-5
-12/15/97-01073-008
*****43.75 *****43.75

Re: MEDIA ONE OF TAMPA BAY, INC.

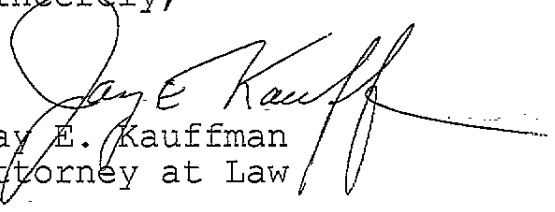
Gentlemen:

Enclosed is an amendment to the Articles of Incorporation for the above-referenced corporation and our check in the amount of \$43.75 to cover the following:

Filing fee	\$35.00
Certificate of Status	\$ 8.75

We would appreciate your filing the amendment.

Sincerely,


Jay E. Kauffman
Attorney at Law

enclosures

FILED
97 DEC 15 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
PO

B. REGISTER DEC 18 1997

FILED

97 DEC 15 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
MEDIA ONE OF TAMPA BAY, INC..

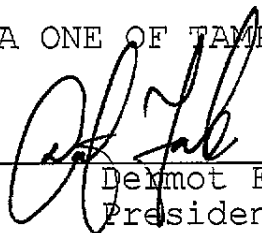
MEDIA ONE OF TAMPA BAY, INC., a Florida Corporation, hereby amends its Articles of Incorporation, as originally filed.

IN WITNESS WHEREOF, MEDIA ONE OF TAMPA BAY, INC. causes these Amendments of Articles of Incorporation to be executed by Dermot Forde, its President, its corporate seal to be affixed this 26 day of November, 1997.

The attached Amendments were adopted by all the shareholders and directors of the corporation on this 26 day of November, 1997.

MEDIA ONE OF TAMPA BAY, INC.

BY:



Dermot Forde
President

Nov-25-97 02:22P media one inc

813 530 7005

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97 DEC 15 AM 10:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**CONSENT TO CORPORATE ACTION**

We, being all the directors and stockholders of
MEDIA ONE OF TAMPA BAY, INC. do hereby consent to the
following corporate action:

Restatement of Article I of the Articles of
Incorporation to read as follows:

The name of the corporation shall be:

MEDIA 21, INC.

The address of the principal office of this corporation
shall be 4400 140TH AVENUE NORTH, SUITE 170,
CLEARWATER, FL 34622, and the mailing address shall be
the same.

Dated this 25TH day of November, 1997.



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Nov-24-97 05:09P media one inc

813 530 7885

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97 DEC 15 AM 10:12 P1
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONSENT TO CORPORATE ACTION

We, being all the directors and stockholders of
MEDIA ONE OF TAMPA BAY, INC. do hereby consent to the
following corporate action:

Restatement of Article I of the Articles of
Incorporation to read as follows:

The name of the corporation shall be:

MEDIA 21, INC.

The address of the principal office of this corporation
shall be 4400 140TH AVENUE NORTH, SUITE 170,
CLEARWATER, FL 34622, and the mailing address shall be
the same.

Dated this 11-26-97 day of November, 1997.



STOCKHOLDER

SECRETARY

STOCKHOLDER

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