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December 11, 1997

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

800002372168--3
-12/15/97-01073-010
*****52.50 *****52.50

Re: Heritage Communications Corporation

Dear Sir:

Enclosed please find an original and two copies of Articles of Amendment to Articles of Incorporation for the above, together with our check in the sum of \$52.50 covering the requisite filing fee and fee for a certified copy.

Kindly file these documents, returning a certified copy to us in the enclosed prepared envelope.

Very truly yours,

Brigitte Van Tassel
Brigitte Van Tassel, CLA,
Legal Assistant to
William C. Potter, Esq.

BVT/b
Enclosures

FILED
97 DEC 15 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00301

amend

B. REGISTER DEC 16 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HERITAGE COMMUNICATIONS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV of the articles of incorporation of HERITAGE COMMUNICATIONS CORPORATION was amended by the corporation's board of directors and shareholders on June 19, 1997. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is HERITAGE COMMUNICATIONS CORPORATION.


2. Article IV of the articles of incorporation of HERITAGE COMMUNICATIONS CORPORATION was amended as follows:

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 15,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

3. The foregoing amendment to articles of incorporation was duly adopted by the board of directors and shareholders on June 19, 1997.

In witness whereof, the undersigned Officer Director of this corporation has executed these articles of amendment on December 10, 1997.


William R. Tolley, President
and Director

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

BE IT KNOWN that on the 10 day of December, 1997, before me, a Notary Public in and for the State of Florida duly commissioned and sworn, dwelling in Brevard County, personally came and appeared WILLIAM C. POTTER to me personally known or who has produced a driver's license as identification and who did not take an oath.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and
affixed my seal of office the day and year last above written.

SANDRA H. JEROME
Notary Public, State of Florida
My Comm Expires Apr 10, 1998
No. CC 362870
Bonded Thru Official Notary Service

Sandra H Jerome
Notary Public State of Florida
Name: SANDRA H JEROME
Commission No.: 4-10-98 CC362870
Commission Expires: 4-10-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA