P950000037689 POTTER, McClelland, Marks & Healy, P. A.

WILLIAM C. POTTER
CLIFTON A. McClelland, Jr.
Douglas D. Marks
Patrick F. Healy
Timothy M. Williams

HARRY A. JONES OF COUNSEL

FIRST UNION BANK BUILDING, SUITE 400
700 SOUTH BABCOCK STREET
POST OFFICE BOX 2523
MELBOURNE, FLORIDA 32902-2523
(407) 984-2700
FAX: (407) 723-4092

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.

Migitte Van la

truly yours,

Brigitte Van Tassel, CLA, Legal Assistant to

William C. Potter, Esq.

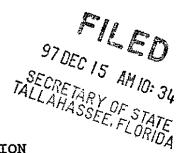
BVT/b Enclosures

97 DEC 15 AM IO: 34
SECRETARY OF STATE
TALLAHASSEE, FLORID

00301

B. REGISTER DEC 1 8 1997

ARTICLES OF AMENDMENT TO TO ARTICLES OF INCORPORATION OF HERITAGE COMMUNICATIONS CORPORATION



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

- 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.

illiam R. Tolley, President and Director

STATE OF FLORIDA)
) SS
COUNTY OF BREVARD)

pursuant to F.S. 607.0602.

BE IT KNOWN that on the <u>/O</u> 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.

Notary Public State of Florida Name: SANDRA H JeRome

Name: SANDRA

Commission No.: Commission Expires:

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

