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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Direct Marketing Institute Inc. P95000071527
(Corporation Name) (Document #)
2. _____
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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[Signature]

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

DIRECT MARKETING INSTITUTE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The Officers of the Corporation as stated as:

President:	Fredric L. Berg
Secretary:	William Whitehead
Treasurer:	William Whitehead

SECOND: The Officers shall be amended to state:

President:	Sheena A. Berg
Secretary:	William Whitehead
Treasurer:	William Whitehead

whose addresses shall be the same as the principal address of the Corporation.



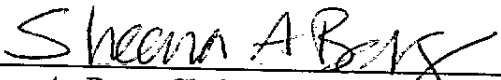
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- THIRD:** The date of the adoption of this amendment is the 6 June 2000.
- FOURTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.
- FIFTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 6 June 2000.


Sheena A. Berg, Chairman of the Board of
Directors



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