

Document Number Only

P95000072323

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

00000015871410
09/18/95 - 01049 - 003
*****70.00 *****70.00

Metropolis II, Inc.

- Profit *Articles*
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
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3:00
9/13/95
WAS-18730

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

September 18, 1995

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: METROPOLIS II, INC.
Ref. Number: W95000018730

We have received your document for METROPOLIS II, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 695A00042775

*Doris - Please back date
to yesterday - 9-18-95
Thank you
Janara*

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
Metropolis Group, Inc.

FILED
MAY 11 1967
TAMPA, FLORIDA

FIRST. The corporate name that satisfies the requirements of Section 607.0401 is

Metropolis Group, Inc.

SECOND. The street address of the principal office of the corporation and its mailing address is 5205 North Branch, Tampa, Florida 33063.

THIRD. The number of shares the corporation is authorized to issue is One Thousand (1,000).

FOURTH. The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

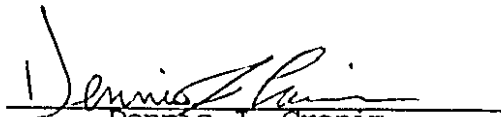
5. The name and address of each incorporator is:

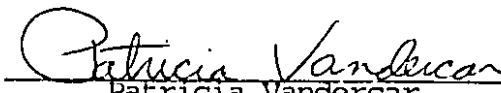
Dennis J. Cronin 208 South LaSalle Street
Chicago, IL 60604


Patricia Vandercar 208 South LaSalle Street
Chicago, IL 60604

Jean A. McEniff 208 South LaSalle Street
Chicago, IL 60604

The undersigned have executed these Articles of Incorporation
this 15th day of September, 1995.


Dennis J. Cronin

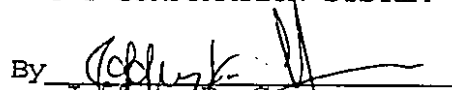

Patricia Vandercar


Jean A. McEniff

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH
AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

Dated: September 15, 1995.

C T CORPORATION SYSTEM

By 
Jeffrey R. Graves
Assistant Secretary

P95000072323

MICHAEL L. PETERSON

Attorney At Law

REPLY TO |
218 Apollo Beach Boulevard
Apollo Beach, Florida 33572
(813) 645-0966
Fax (813) 645-6932

REPLY TO |
1517-B Shopping Plaza
Sun City Center, Florida 33573
(813) 634-6573
Fax (813) 634-1666

July 18, 1996

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

700001901377
-07/23/96--01038--003
*****35.00 *****35.00

RE: Articles of Amendment
Metropolis Group, Inc.

Gentlemen:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Metropolis Group, Inc. Also enclosed is a check in the amount of \$35.00 in payment of the filing fee.

Please do not hesitate to contact me should you have any questions or require additional information. Your prompt attention to this matter is appreciated.

Sincerely,

Judy T. Haughey

Judy T. Haughey
Assistant to
Michael L. Peterson

MLP:jth
Enclosures

SH 7/29
NC

FILED
95 JUL 22 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
METROPOLIS GROUP, INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

Effective May 31, 1996, the name of the corporation shall be changed from **METROPOLIS GROUP, INC.** to **METROPOLIS MARKETING GROUP, INC.**

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:

N/A


THIRD: The date of the amendment's adoption: May 15, 1996.

FOURTH: Adoption of Amendment:

The amendment was adopted unanimously by the President and sole owner of **METROPOLIS GROUP, INC.**

The single vote cast by the President and sole owner of **METROPOLIS GROUP, INC.** on behalf of all one hundred (100) shares issued by the corporation was sufficient for approval of this amendment.

Signed this 17th day of May 1996.



WILLIAM PATRICK HECKER
President
METROPOLIS GROUP, INC.

FILED
96 JUL 22 PM 12: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA