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December 17, 1996

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

600002032526--6
-12/18/96--01064--003
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation
of Auction Radio Network, Inc.

Gentlemen:

Please find enclosed our firm check in the amount of \$35.00
for the filing fee for Articles of Amendment to Articles of
Incorporation of Auction Radio Network, Inc.

Please return a date stamped copy of the Articles to me in the
enclosed, self-addressed stamped envelope.

Thank you for your prompt attention to this matter.

Sincerely,

Michael E. Goodbread, Jr.
Michael E. Goodbread, Jr.

MEGjr:bjc
Enclosures

OK *PA 0000040627* *12-18-96*

APPROVED
AND
FILED
96 DEC 18 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AUCTION RADIO NETWORK, INC.

1. The name of the corporation is Auction Radio Network, Inc.
2. Article I of the Articles of Incorporation of Auction Radio Network, Inc., a Florida corporation, is hereby amended in its entirety to read as follows:


"The name of this corporation is Radioactive Home Shopping, Inc."

3. The following amendment was unanimously adopted by written consent of all shareholders entitled to vote and all of the members of the Board of Directors of the corporation as of December 10, 1996, pursuant to section 607.1003, Florida Statutes (1995). The holders of the common shares of the corporation, the only class of shares of the corporation, constitute the only voting group entitled to vote on the amendment.

4. The foregoing amendment shall become effective upon filing with the Secretary of State of the state of Florida.

IN WITNESS WHEREOF, the undersigned officer of the aforesaid corporation has executed these Articles of Amendment this 12th day of December, 1996.

AUCTION RADIO NETWORK, INC.

By: 
William J. McEntee
Its President

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 13 1996 1:12 PM