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TELECOPY 904 / 399-1615

JACKSONVILLE 904 / 399-1609
OCALA 352 / 867-1609
FONTE VEDRA BEACH 904 / 280-1609

P96000081070

February 9, 1999

Department of State
Division of Corporations
409 East Gaines Street
George Firestone Building
Tallahassee, Florida 32301

500002772075--9
-02/10/99-01089-010
*****43.75 *****43.75

Re: Exclamation Points! Inc.

Dear Madam/Sir:

Enclosed is an original and one copy of an Articles of Amendment to Articles of Incorporation of Exclamation Points! Inc., which I would appreciate your filing. I would also appreciate your returning a certified copy of same to me and have enclosed a check for \$43.75 in payment of the requisite filing fee and certified copy charge.

Very truly yours,

WJ Scott

William J. Scott

WJS/bkb
Enclosures
652202/96114

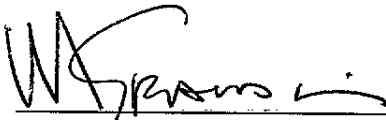
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
EXCLAMATION POINTS, INC.*

1. The name of this corporation is **EXCLAMATION POINTS, INC.**
2. An amendment to ARTICLE I of the Articles of Incorporation has been adopted by the sole shareholder and director of this corporation pursuant to §§607.0704 and 607.0821, Florida Statutes (1997), to change the name to "**EXCLAMATION POINTS! INC.**"
3. The above amendment to ARTICLE I of the Articles of Incorporation shall be effective as of the filing date.
4. The foregoing amendment to the Articles of Incorporation of EXCLAMATION POINTS, INC. was adopted by the corporation by virtue of shareholder and director consent on January 29, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of EXCLAMATION POINTS, INC., have executed this Amendment to the Articles of Incorporation of EXCLAMATION POINTS, INC. this 29 day of January, 1999.



MARK GRANDIN
President, Secretary and Director

FILED
99 FEB 10 PM 3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Agreement was acknowledged before me this 15th day of ^{February} ~~January~~, 1999, by MARK GRANDIN, as President and Secretary of EXCLAMATION POINTS, INC., who is either personally known to me or produced the identification described below and who did not take an oath.



Print: Lee W. S. McDaniel
Notary Public, State and County Aforesaid

Commission No. _____

My Commission Expires _____



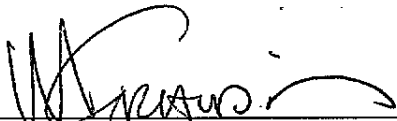
Driver's License
Type of Identification

CONSENT TO CORPORATE ACTION

The undersigned, the sole shareholder and director of EXCLAMATION POINTS, INC.,
a Florida corporation ("Corporation"), hereby consents to the following corporate action without
a meeting, pursuant to Florida Statute §607.0704 and §607.0821:

RESOLVED, that this Corporation's name be changed to
EXCLAMATION POINTS! INC., and that the duly authorized
officers of this Corporation are authorized and directed to execute
Articles of Amendment changing the name as provided herein.

Dated: January 29, 1999



Mark Grandin