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BRIGHT STAR MEDIA GROUP, INC.
1501 EAST HALLANDALE BEACH BOULEVARD
SUITE 208
HALLANDALE, FL 33009

February 24, 1997

Ms. Joy French
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-02/27/97--01086--001
*****87.50 *****87.50

Re: EIN: 65-0712907

Dear Ms. French:

Pursuant to our telephone conversation on this date, enclosed please find the Articles of Amendment to Articles of Incorporation of Bright Star Media Group, Inc. A second copy of the Amendment is enclosed for certification. A check is enclosed in the amount of \$87.50 to cover filing costs and the return to us of the certified copy of said Amendment. Please mail the certified copy to the address above.

Thank you very much for your assistance in this matter.

Yours very truly,

Mary Riley
Mary Riley

Enclosure

FILED
97 FEB 25 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

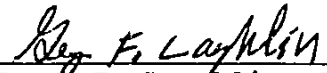
2/25
Joy French
Amend
C.C.

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF BRIGHT STAR MEDIA GROUP, INC. HALLANDALE, FLORIDA

We are amending the Articles of Incorporation of Bright Star Media Group, Inc. We are amending the Articles of Incorporation to change the officers and directors. The President and Director of the Corporation will be Mary Riley, instead of Gerry F. Laughlin. The sole officer shall be Mary Riley. This change was adopted by the Board of Directors prior to the issuance of shares on February 24, 1997. The street address for the President and Director is 1025 East Hallandale Beach Boulevard, Suite 15, Hallandale, FL 33009.


Gerry F. Laughlin, President
Director