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July 21, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street.
Tallahassee, Florida 32314

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*****87.50 *****87.50

Re: Pinnacle Advertising Group, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of Articles of Amendment to Articles of Incorporation for the above-referenced corporation, which will change its name to **MTV Pinnacle Advertising Group, Inc.**, together with our check in the amount of \$87.50 to cover the fees for filing the Articles of Amendment (\$35.00) and the certified copy (\$52.50).

I would appreciate your filing the Articles immediately and forwarding the certified copy to me at the above address.

Thank you for your assistance.

Sincerely,

Linda Smith

Linda Smith
Paralegal

N/C

Enclosures

cc: Michael Fouts
Jack K. McMullen

V8 JUL 25 1997

FILED
97 JUL 22 AM 9:20
TALLAHASSEE FLORIDA
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PINNACLE ADVERTISING GROUP, INC.**

FILED
97 JUL 22 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, Michael Fouts, Vice President of Pinnacle Advertising Group, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is PINNACLE ADVERTISING GROUP, INC.

ARTICLE SECOND: ARTICLE I of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE I in its entirety and restating it as follows:

"ARTICLE I - NAME

The name of this corporation is MTV PINNACLE ADVERTISING GROUP, INC. The mailing address of this corporation is 1180 Spring Centre South Boulevard, Suite 310, Altamonte Springs, Florida 32714."

ARTICLE THIRD: These Articles of Amendment to Articles of Incorporation shall be effective as of the date they are filed with the Secretary of State for the State of Florida.

ARTICLE FOURTH: The foregoing proposed amendment to the Articles of Incorporation reflected in Article Second above was duly adopted and approved by both the Board of Directors and the Shareholders of the Corporation by written consents to action in lieu of a special meeting, each consent dated July 16, 1997, and the necessary number of shares as required by statute were voted in favor of the amendment.

Thus, these Articles of Amendment to Articles of Incorporation were duly adopted in accordance with Sections 607.1003 and 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to Articles of Incorporation to be signed by its Vice President this 16 day of July, 1997.

PINNACLE ADVERTISING GROUP, INC., a
Florida corporation

By: 
Michael Fouts, Vice President

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