THE CHITED STATES Coaporation ACCOUNT NO. : 072100000032 9104A REFERENCE : 501170 AUTHORIZATION : COST LIMIT : \$ 35.00 ORDER DATE: August 19, 1997 ORDER TIME : 9:52 AM ORDER NO. : 501170-010 400002271284--4 CUSTOMER NO: 9104A CUSTOMER: Ms. Lori L. Ammons Holland & Knight Suite 1600 200 Central Avenue St. Petersburg, FL 33701 DOMESTIC AMENDMENT FILING NAME: HARRIS & ASSOCIATES CREATIVE DEVELOPMENT, INC. EFFICTIVE DATE: _ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORA PLEASE RETURN THE FOLLOWING AS BRO CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

X02250,00544,0067a

CONTACT PERSON: Andrew Cumper



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

August 19, 1997

CSC 1201 Hays Street Tallahassee, FL 32301

SUBJECT: HARRIS & ASSOCIATES CREATIVE DEVELOPMENT, INC.

Ref. Number: P97000015033

We have received your document for HARRIS & ASSOCIATES CREATIVE DEVELOPMENT, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name and title of the person signing the document must be noted beneath or opposite the signature.

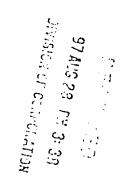
If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan Corporate Specialist

Letter Number: 997A00041991

RESUBMIT

Please give original submission date as file date.



AMENDMENT TO ARTICLES OF INCORPORATION

OF
HARRIS & ASSOCIATES CREATIVE DEVELOPMENTS INC.

Pursuant to the provisions of Section 607.2006, Florida Statutes, this corporation, HARRIS & ASSOCIATES CREATIVE DEVELOPMENT, INC., adopts the following Articles of Amendment to its Articles of Incorporation, filed with the Secretary of State for the State of Florida on February 17, 1997, as Document Number P97000015033:

The Articles of Incorporation are amended by adding the following new Article VII, Issuance of Shares:

"ARTICLE VII: ISSUANCE OF SHARES

"Shares of stock of this Corporation, whether issued (i) in exchange for services, property or other capital contribution, or (ii) otherwise, shall only be issued upon approval of the holders of seventy-five percent (75%) or more of the then issued and outstanding shares of voting stock of this Corporation. This Article may only be amended or revoked by a like percentage of the issued and outstanding shares of voting stock of this Corporation."

These Articles of Amendment were approved by the Stockholders of the corporation April 28, 1997. The number of votes cast for the Articles of Amendment by the Stockholders was/were sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as President, has executed this Amendment on behalf of this corporation this 27th day of April, 1997.

MICHAEL G. HARRIS

President

Stockholders