

P970000/5033



ACCOUNT NO. : 072100000032

REFERENCE : 501170 9104A

AUTHORIZATION : Patricia Pzyts

COST LIMIT : \$ 35.00

ORDER DATE : August 19, 1997

ORDER TIME : 9:52 AM

ORDER NO. : 501170-010

CUSTOMER NO: 9104A

CUSTOMER: Ms. Lori L. Ammons
Holland & Knight
Suite 1600
200 Central Avenue
St. Petersburg, FL 33701

Amend

400002271284--4

DOMESTIC AMENDMENT FILING

NAME: HARRIS & ASSOCIATES CREATIVE DEVELOPMENT, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

8/29/97
AC
AC
AC
AC

FILED
97 AUG 19 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 19 AM 11:27
DIVISION OF CORPORATION

*02250, 00544, 00672



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.

97 AUG 29 PM 3:39
DIVISION OF CORPORATIONS

97 AUG 19 PM 3:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
OF
HARRIS & ASSOCIATES CREATIVE DEVELOPMENT, INC.

Pursuant to the provisions of Section 607.0306, 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:

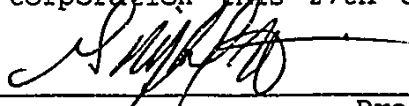
The Articles of Incorporation are amended by adding the following new Article VII, Issuance of Shares:

"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.



President
MICHAEL G. HARRIS

Stockholders
