

**Jay Koenigsberg**

ATTORNEY AT LAW  
1101 BRICKELL AVENUE  
SUITE 800-SOUTH  
MIAMI, FLORIDA 33131

TELEPHONE: (305) 569-0600  
FACSIMILE: (305) 373-3233  
E-MAIL: JKOENIGS@COMPLISERVE.COM

**p97000034676**

July 1, 1997

000002231170--8  
-07/07/97-01086--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Information Exclusive, Inc.

Gentlemen:

Enclosed is the Articles of Amendment to Articles of the above corporation together with our check in the amount of \$35.00. Please return to us the appropriate documentation as soon as possible in the enclosed return stamped envelope.

Thank you for your prompt attention to this matter and please call us should you have any questions.

Sincerely,

*Rita D. Adkinson*

Rita D. Adkinson  
Legal Secretary

Enclosures

cc Jay Koenigsberg, Esq.

*Handwritten:*  
p9700 0034676  
Amend  
3 pgs  
7-7-97

97 JUL -7 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

## ARTICLES OF AMENDMENT TO ARTICLES OF INFORMATION EXCLUSIVE, INC.

The undersigned, being the sole director and incorporator of INFORMATION EXCLUSIVE, INC., (the "Corporation"), for purposes of amending the Articles of Incorporation, pursuant to Florida Statutes Section 607.1005, so as to change the capital structure of the Corporation, does hereby certify as follows:

1. The name of the Corporation is INFORMATION EXCLUSIVE, INC.
2. The Certificate of Incorporation of the Corporation is hereby amended by deleting Article FOURTH thereof in its entirety and by substituting in lieu thereof the following new Article FOURTH:

**FOURTH:** (a) The Corporation shall have authority to issue two classes of stock, 1,000 shares of Class A Voting Stock \$.10 par value and 9,000 shares of Class B Non-Voting Stock \$.10 par value. The Class A Voting Stock and the Class B Non-Voting Stock shall be of equal rank and shall entitle the holders thereof to the same rights and privileges, except as hereinafter expressly provided.

(b) The holders of the Class A Voting Stock and the holders of the Class B Non-Voting Stock shall be entitled to dividends, when, as and if declared by the Board of Directors of the Corporation, payable at such time or times as the Board of Directors may determine and any dividend declared by the Board of Directors shall be declared and paid upon the outstanding shares of the Class A Voting Stock and the Class B Non-Voting Stock in equal amounts without preference or priority of one class of stock over the other. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, all assets and funds of the Corporation available for distribution to its stockholders shall be distributed and paid over to the holders of the Class A Voting Stock and the Class B Non-Voting Stock in equal amounts per share and without preference or priority of one class of stock over the other.

(c) The holder of the Class B Non-Voting Stock shall have no voting power, all rights to vote and all voting power, including, but not limited to, actions required by a vote or consent of the holder of all shares, being vested exclusively in the holders of the Class A Voting Stock, except as specifically limited by the Florida Business Corporations Act.

3. The aforesaid Amendment was adopted prior to the issuance of the stock of the

APPROVED  
AND  
FILED

97 JUL -7 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporation.

IN WITNESS WHEREOF, the Corporation, by the undersigned, has executed these Articles of Amendment to the Articles of Incorporation on the 27 day of June, 1997.

*Nolan W. Masters*

Nolan W. Masters  
Incorporator and Sole Director

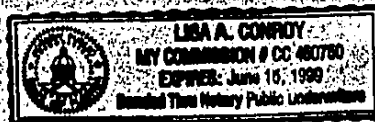
STATE OF FLORIDA )  
COUNTY OF Brevard ) S.S.

On the 27 day of June, 1997, before me, the undersigned authority, personally appeared Nolan W. Masters, to me known to be the person described in the foregoing instrument, and he acknowledged to me that he executed the same for the purposes therein expressed. He is personally known to me or produced

FL. DL. M236-639-30-184-0 as identification.

*Lisa A. Conroy*  
Notary Public, State of Florida

My Commission Expires:



SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUL - 7 PM 2

APPROVED  
AND  
FILED